

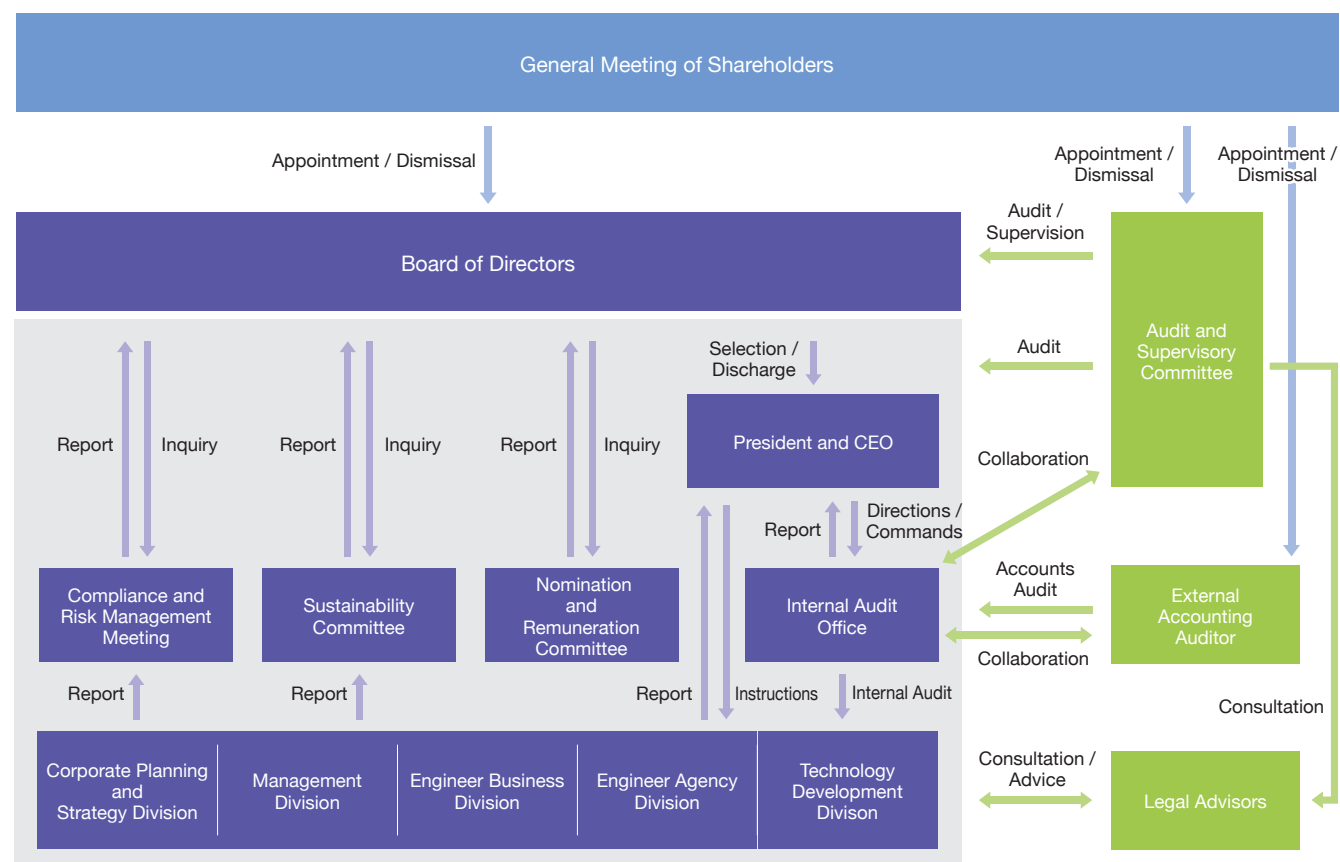
Basic Views

Artner's No.1 business challenge is steadily improving shareholder value over the long term. So in addition to expanding our business and ensuring profitability, we want to grow as a "technical partner" together with our client companies in various industries, as a collective of engineers focused on developing more and more advanced levels of technical expertise. At the same time, with a constant awareness of what society needs most, and a desire to create a demand for it, we strive for business efficiency and soundness to help in the sustainable development of the Company.

At Artner, we are highly conscious of our social responsibility as a company, so in addition to strictly observing all applicable laws and regulations, we strive to sustain and develop favorable relationships with shareholders, with our local community, with all of our client companies, and with all employees.

We are committed to further strengthening our internal control and risk management efforts through the application of business management systems (including internal control systems) to enable flexible adaptation to changes in the business environment. In this way, we will constantly improve our business management. Artner also will promptly disclose relevant information both inside and outside the Company and enhance business transparency.

Company Organization and Internal Control System



Overview of the Current Corporate Governance System

The Company has in place the Audit and Supervisory Committee, and has five Directors who are not members of the Audit and Supervisory Committee and three Directors who are members of it.

Board of Directors

The Board of Directors is comprised of eight Directors, five of whom are not members of the Audit and Supervisory Committee and three who are members of the Committee.

The Board meets twice a month: at a mid-month business report board meeting, the members deliberate on the Company's monthly business performance; and at a regular month-end board meeting, they deliberate and decide on matters relating to the Company's management plan, as well as significant matters relating to day-do-day business operations.

Compliance and Risk Management Meeting

The Company convenes Compliance and Risk Management Meetings once a month, attended by the President and CEO and other Directors who are not members of the Audit and Supervisory Committee, Directors who are members of the Committee, and division and department heads.

In these meetings, members discuss policies and actions to ensure that all officers and employees of the Company abide by laws and the Company's Articles of Incorporation, and draw up the Risk Management Guidelines.

Sustainability Committee

The Company convenes the Sustainability Committee four times a year, attended by the President and CEO and other Directors who are not members of the Audit and Supervisory Committee, Directors who are members of the Committee, and division and department heads.

The members hold discussions to promote and manage the progress of issues and initiatives related to sustainability.

Audit and Supervisory Committee

The Audit and Supervisory Committee is comprised of three Outside Directors and meets twice a month.

Directors who are members of the Committee also attend board meetings and other important internal meetings. The Committee provides impartial and independent oversight of the Company's corporate management, based on the audit standards as well as the audit policy and plans established by the Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee, chaired by a member of the Audit and Supervisory Committee, is composed of four members including the President and CEO and three members of the Audit and Supervisory Committee who are Outside Directors, and will be held at least four times a year.

The Nomination and Remuneration Committee will report to the Board of Directors on the appointment/dismissal and remuneration of Directors in order to enhance the fairness and objectivity of the decision-making process of nominating and determining the remuneration of Directors as well as enhancing corporate governance.

External Accounting Auditor

The Company employs KPMG AZSA LLC as its accounting auditor.

The Company has no conflict of interest with the accounting firm or with the firm's managing partners who conduct accounting audits of the Company.

Activities of the Board of Directors and Committees (FY2024)

< Attendance >

Position	Name	Board of Directors	Compliance and Risk Management Meeting	Sustainability Committee	Audit and Supervisory Committee	Nomination and Remuneration Committee
President and CEO	SEKIGUCHI Sozo	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)		4 out of 4 meetings (100% attendance rate)
Director	HARIGAE Tomonori	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)		
Director	OKUSAKA Kazuya	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)		
Director	SATO So	29 out of 30 meetings (97% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)		
Director	EGAMI Yoji	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)		
Outside Director and standing member of the Audit and Supervisory Committee	NOMURA Ryuichiro	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)	26 out of 26 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)
Outside Director and member of the Audit and Supervisory Committee	TERAMURA Yasuhiko	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)	26 out of 26 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)
Outside Director and member of the Audit and Supervisory Committee	MORII Shinichiro	30 out of 30 meetings (100% attendance rate)	12 out of 12 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)	26 out of 26 meetings (100% attendance rate)	4 out of 4 meetings (100% attendance rate)

< Discussion and Resolution Themes >

Board of Directors	Discussions and Resolutions
	General Meeting of Shareholders / Policy for the Mid-Term Business Plan / Corporate planning and strategy / Department policies and business plan for the fiscal year ending January 31, 2025 / Financial results, finances, and dividends / Revisions to the forecast of financial results / Nomination of director candidates and remuneration of directors / Internal controls / Organizational changes and personnel transfers / Rule revisions / Reappointment of the Accounting Auditor(s) / Joining the UN Global Compact / Donations to support organizations / Compliance with "Handling of Transition Measures and Other Matters Relating to the Continued Listing Criteria" / Updating and disclosing ESG data / COVID-19 measures, etc.
Compliance and Risk Management Meeting	Discussions
	Performance trends in the manufacturing industry / Competition with other companies in the industry / Effectiveness of education and training / Securing suitable clients for our dispatching business / Regulations on total work person-hours / Securing science and engineering graduates / Securing career engineers / Information management / Laws, regulations, licenses, and permits / Disasters, accidents, etc. / Climate change / M&A / Medium-Term Business Plan, etc.
Sustainability Committee	Discussions
	Policies and goals related to sustainability, including social and environmental issues such as the SDGs and ESG / Formulation of an action plan / Management and evaluation of progress toward goals / Individual measures, etc.
Audit and Supervisory Committee	Discussions
	Audit policy, audit plan, audit methods, assignment of audit duties, etc. / Appointment and dismissal of Accounting Auditor(s) / Appointment, dismissal, and remuneration of directors who are not members of the Audit and Supervisory Committee, etc.
Nomination and Remuneration Committee	Discussions
	Appointment and dismissal of directors / Selection and discharge of the President and CEO / Selection and discharge of representative directors / Remuneration, etc., of directors who are not members of the Audit and Supervisory Committee / Remuneration limits for directors and directors who are members of the Audit and Supervisory Committee / Succession planning (including successor development), etc.

Policy and Process for Appointment or Removal of Director Candidates Who Are Not Members of the Audit and Supervisory Committee

The Nomination and Remuneration Committee deliberates and reports to the Board of Directors on director candidates who are not members of the Audit and Supervisory Committee after an extensive scrutiny of their knowledge, experience, and ability necessary to manage the Company’s business divisions and day-to-day operations. The Board of Directors then nominates the director candidates.

Policy and Process for Appointment or Removal of Director Candidates Who Are Members of the Audit and Supervisory Committee

The Nomination and Remuneration Committee deliberates and reports to the Board of Directors on director candidates who are members of the Audit and Supervisory Committee after an extensive scrutiny of their experience, expertise in corporate financing and accounting, practical knowledge on the Company’s businesses, and general knowledge on corporate management necessary to audit and oversee the performance of duties by directors who are not members of the Audit and Supervisory Committee. The Board of Directors then nominates the director candidates.

Appointment or Removal of the President and CEO

The Board of Directors, which includes three Outside Directors who are members of the Audit and Supervisory Committee, deliberates on the appointment or removal of the President and CEO from office when such need arises, based on the business performance of the Company as well as the job performance of the President and CEO. Regarding future CEO appointments and dismissals, the Nomination and Remuneration Committee, a voluntary advisory board composed of a majority of Independent Directors, shall deliberate and report to the Board of Directors, thereby establishing a structure with high fairness, transparency, and objectivity under appropriate supervision from the Board of Directors.

Succession Plan

The Company recognizes that it is critically important to have in place a succession plan for the President and CEO and other members of the Executive Team. The Board of Directors is responsible for nominating successors to these members from among qualified candidates after an extensive scrutiny of their experience, knowledge, and expertise in recruiting, training, sales, and administrative functions that support the Company’s engineer placement business. Regarding future nominations of successors to the President and CEO, and other members of the Executive Team, the voluntarily established Nomination and Remuneration Committee, composed of a majority of Independent Directors, shall deliberate and make recommendations to the Board of Directors, thereby establishing a structure with high fairness, transparency and objectivity under appropriate supervision from the Board of Directors.

Appointment or Removal of Executive Team Members

The Board of Directors makes a decision upon deliberation of the job performance of the member and other factors.

Status of Outside Directors

The Company has three outside directors, all of whom hold shares of the Company. Apart from this shareholding position, none of the three outside directors have any vested interests in the Company, including personal, capital, or business relationships. Each outside director plays a role in ensuring that highly effective audits are conducted, from an objective and neutral viewpoint, and we believe that the current system satisfactorily fulfills its management monitoring and advisory functions. The three outside directors are designated as independent directors as defined by the Tokyo Stock Exchange and they are registered with the exchange. Although the Company does not have any specific standards or policies regarding independence for the appointment of outside directors, when making such appointments we not only meet the regulatory requirements established by the Companies Act, but also take into account the Tokyo Stock Exchange’s criteria for ensuring the independence of independent directors.

Risk Management

Summary of Major Risks and Countermeasures

Artner has defined a clear system for managing different risks in which we classify and define management risks, and each responsible division identifies and analyzes the risk situation for each type of risk. Under this system, the various kinds of risks are managed through the Compliance and Risk Management Meeting. Management and countermeasures for each type of risk are clarified and managed in the Meeting.

Risk	Definition	Countermeasure
Performance trends in the manufacturing industry	Our major clients belong to the manufacturing industry, and we dispatch engineers primarily to their design and development departments. There is a risk that these major clients may reduce their capital investments, R&D costs, and the use of external engineers due to economic recession and other factors in the countries or regions in which they operate. There is a risk that significant changes in the business environment may take place for automobile-related manufacturers, which account for a large share of our sales.	We will strengthen measures such as sector rotation and new business development and sales in order to build a client base that is capable of ensuring stable earnings that are not dependent on specific sectors or influenced by specific corporate trends.
Competition with other companies in the industry	There is a risk that competition with other companies may intensify due to market contraction or new entrants in the engineer staffing industry, where we operate our business, and this may result in a fierce price competition.	We will facilitate the improvement of all engineers' skill levels through educational programs and training curricula segmented by business field, with the aim of promoting the assignment of engineers to upstream business areas where the unit price of engineers is likely to be higher.
Effectiveness of education and training	There is a risk that the training does not turn out to be as effective as expected and the unit price of engineers does not increase due to low customer satisfaction, as well as the risk that we fail to satisfy the requests from clients, and they start to make complaints.	We will support our engineers in improving their skills by providing general, external, basic, customized, and/or career training based on our long-accumulated experience. We will strive to improve the technical and human skills of our staff by holding skill development seminars for all employees and human development training for managers.
Securing suitable clients for our dispatching business	Although we always strive to secure and expand our clients for our engineer dispatching business, there is a risk that we may be unable to find suitable clients that match our engineers and cannot maintain or improve the unit price of engineers and/or utilization rates.	We will secure and expand our business partners by strengthening our new business development and sales capabilities, utilizing online conferencing tools, and making proposals for the selection of engineers, team dispatching, and organization of contracting services in response to client needs.
Regulations on total work person-hours	The total work person-hours of our engineers are determined based on the business conditions of the client company. There is a risk that the revisions to relevant laws and regulations generate a larger pressure against long working hours, which may result in a significant decrease in the total work person-hours of engineers.	To compensate for a decrease in the total work person-hours, we will facilitate the improvement of all engineers' skill levels through educational programs and training curricula segmented by business field, with the aim of promoting the assignment of engineers to upstream business areas where the unit price of engineers is likely to be higher.
Securing science and engineering graduates	We consider science and engineering graduates to be an important managerial resource, and there is a risk that the population of science and engineering graduates may decrease due to the declining birth rate and other factors, making it significantly more difficult to hire talented graduates.	We will attract students by offering a variety of options, including a performance-based salary system, a limited area system, an internal recruitment program, and a job change assistance program.
Securing career engineers	We consider engineers with work experience to be an important managerial resource, and there is a risk that the competition to secure career hires may intensify due to a shortage of engineers who wish to change jobs as a result of booming design and development activities in the manufacturing industry, making it significantly more difficult to hire talented career engineers.	We will attract prospective employees by offering a variety of options, including a performance-based salary system, a limited area system, an internal recruitment program, and a job change assistance program.
Information management	There is a risk that information may be leaked to outside parties for some reason, and our social credibility will be damaged. There is a risk that system failures and other problems may be caused by computer viruses, unauthorized access, natural disasters, or other unforeseen events.	We will acquire the "PrivacyMark" and introduce other such measures to properly manage personal information, confidential information, and all other information obtained in the course of business operations. We will take appropriate cybersecurity measures to ensure the stable supply of our services.
Laws, regulations, licenses, and permits	There is a risk that we may violate the Worker Dispatching Act and other relevant laws and regulations, which would hinder the continuity of our business. There is a risk that revisions to relevant laws and regulations may be made that are significantly unfavorable to our business.	We consider compliance with the Worker Dispatching Act and other relevant laws and regulations to be one of our highest priorities, and we will maintain a legal compliance system by monitoring compliance with laws and regulations via internal audits and by regularly confirming compliance with laws and regulations at different meetings. We will take appropriate measures whenever relevant laws and regulations are revised.
Disasters, accidents, etc.	There is a risk that natural disasters, man-made disasters, and other disasters and accidents that significantly exceed our predictions may take place. There is a risk that our business activities may be hindered as a result of the spread of COVID-19 and other infectious diseases.	We will establish a Business Continuity Plan (BCP) and manual to deal with such disasters and accidents in an effort to mitigate the damage.
Climate change	There is a risk that our business activities may be halted or stagnated as a result of our facilities being damaged by natural disasters due to climate change. If a carbon tax is introduced or environmental regulations are tightened as part of the government's efforts to transition to a decarbonized society, there is a risk that we may be unable to offer personnel that meet our clients' demands for engineers committed to carbon neutrality initiatives.	We have announced our support for the recommendations from the Task Force on Climate-related Financial Disclosures (TCFD) and have rated climate change as a high-priority issue. We will commit to taking actions and initiatives based on our environmental activity policy with the aim of achieving a more sustainable society.
Mergers and acquisitions	There are risks of significant capital demands and amortization of goodwill, etc. Such M&As may not necessarily generate synergies as expected, and there is a risk that business performance may not progress as expected due to major changes in the business environment or business conditions.	Our M&As are implemented after thorough consideration of the risks involved by conducting preliminary research through detailed due diligence on market trends and client needs, as well as the financial status and contractual relationships of the target company.
Medium-Term Business Plan	There is a risk that the market environment or economic conditions may change dramatically beyond expectations, and the business environment may not develop as predicted.	We will promote the Medium-Term Business Plan with carbon neutrality as the pillar of our business activities and establish internal systems for recruitment, training, and sales activities.

Compliance

Development of the Internal Control System

The Company has developed an internal control system in accordance with the basic framework of the internal control system established by the Board of Directors.

Compliance and Risk Management Meeting	At Artner, we have implemented the Compliance and Risk Management Meeting, chaired by the President and CEO, as part of a system aimed at thoroughly educating employees regarding all applicable laws and regulations and the Articles of Incorporation, and also ensuring such compliance.
Internal Whistleblowing System	We have set up an internal whistleblowing system, under which Directors, employees, and other people engaged in work for the Company can report corruption or wrongdoing to the Whistleblowing Committee, which has a duty of confidentiality. It is prohibited to subject persons who submit whistleblower reports using the system to any disadvantageous treatment as a result of such reporting. The system is designed to ensure the effectiveness of whistleblowing to prevent or quickly detect violations of applicable laws and regulations.
Internal Audits by the Internal Audit Office	The Internal Audit Office, operating independently of other divisions that execute business practices, conducts internal audits. Through such audits, it verifies the appropriateness and effectiveness of the internal management system of each division, and by promoting the improvement of the systems, it ensures that all employees lawfully execute their duties.

Anti-corruption Policy

1. Basic view on preventing corruption	We establish this anti-corruption policy in accordance with the spirit of the United Nations Global Compact.	ment Meeting and the Sustainability Committee. The Board of Directors will be informed of its details and provide supervision.
2. Scope	This policy applies to all officers and employees of Artner. Furthermore, we request all clients affiliated with our businesses and services to understand and support this policy.	5. Whistleblowing system
3. Initiatives to prevent corruption in our business activities	<ul style="list-style-type: none">•Prohibition of bribery•Prohibition of facilitation payments•Prohibition of illegal political contributions•Prohibition of money laundering•Prohibition of insider trading•Prohibition of conflict-of-interest transactions	We will establish a helpline to receive any reports on compliance violations related to anti-corruption and any inquiries, and take steps for relief and remediation upon investigation. We will ensure the confidentiality and the protection of personal information of whistleblowers, and will not treat them disadvantageously based on their reports.
4. Governance	Our initiatives under this policy will be regularly reported to and managed by the Compliance and Risk Manage-	6. Education and training
		We will continuously provide appropriate education and training to all officers and employees to ensure that this policy is integrated into all business activities and is implemented effectively.

Interview with Outside Directors

(center) **NOMURA Ryuichiro**
Director and standing member of the
Audit and Supervisory Committee

(left) **TERAMURA Yasuhiko**
Director and member of the
Audit and Supervisory Committee

(right) **MORII Shinichiro**
Director and member of the
Audit and Supervisory Committee



What experience do you have that contributes to your roles as Outside Directors and Audit and Supervisory Committee members?

Nomura: I was appointed a part-time member of the Company’s Audit and Supervisory Committee in 2022, and I have served as a standing Audit and Supervisory Committee member since 2023. As for my previous work experience, after working in banking for 30 years, I was involved in management at a real estate company for eight years and served as the representative of a REIT company under a general trading company after that. I have experience with transactions between banks and business corporations, as well as experience at the New York Branch and in a department in charge of money and FX market transactions. In particular, the many years I spent working with loans have proved helpful in looking over Artner’s finances and accounts. Also, due to my experience serving as the head of a securities agency department, I am proud to say that I can think from a shareholder’s perspective on various matters, such as IR departments, stock-related matters, and general meetings of shareholders.

Teramura: I was appointed a standing member of the Company’s Audit and Supervisory Committee in 2021, and I have served as a part-time Audit and Supervisory Committee member since 2023. During my 29 years working in banking, I was involved in various matters, such as business transactions, overseas branches, and fund management departments. In particular, my experience in finance and accounting, especially in a funds and securities department, helps in discussions concerning Artner’s management strategies, as well as financial strategies. After that, I was seconded to a global logistics company, where I was involved in management for 13.5 years, taking part in transactions in the automobile and machinery industries, as well as in M&A transactions.

Morii: I have served as a member of the Company’s Audit and Supervisory Committee since 2021. In my previous position, I engaged in area management as a branch president for a manufacturer and was involved for a long time in intra-area marketing and sales in general, as well as coordination with the production and development departments and medium-term area strategies. At Artner, I hope to contribute to consultations regarding new business development and sales with respect to our clients.

In particular, what do you keep in mind or attach importance to when performing your duties as Outside Directors?

Nomura: Based on my prior experience and knowledge, outside directors are expected to offer advice from different points of view to help their company grow. I strive for appropriate

management by voicing my opinions at board meetings from a neutral, objective standpoint and by leveraging my experience, which differs from that of Inside Directors.

Teramura: Me too. I hope that opinions from different points of view lead to new insights internally and help us to improve our work and establish Management Policies. In addition, since there are internal circumstances that I am not familiar with, I conduct investigations sufficiently in advance and strive for effective communication when conducting interviews with managers at each business office. In particular, I strive to proactively take opportunities to talk with the Internal Audit Office and the Corporate Planning and Strategy Division to gather information.

Morii: Judgments made solely based on the executive side of our work tend to get carried away by company-specific ethics and practices. I also strive to provide objective advice and supervision from an independent perspective that leverages my experience and knowledge.

What do you applaud in terms of the effectiveness of the Board of Directors? What issues are there, if any?

Nomura: Regarding the two separately held board meetings, I greatly applaud how our business performance is reported in detail at the business report board meeting and how management strategies are also discussed at the regular board meeting, with an eye to increasing enterprise value over the medium to long term. Going forward, I hope that they become places that allow for more proactive exchanges of opinions on the direction we should take with respect to client trends and the state of other companies in the same industry.

Teramura: I feel that regular board meetings allow for expert-level discussions on governance and other topics, and that they are helpful for avoiding aspects that tend to end up being about daily performance management. However, since many agenda items are previous concerns that are still ongoing, discussions are rarely exciting, which I feel is an issue. On this point, it is also key that we Outside Directors raise concerns from a perspective that is different from before.

Morii: I applaud how Compliance and Risk Management Meetings are held regularly to eliminate risks related to maintaining or improving our enterprise value before they become apparent. Also, I feel that the sharing of directions and challenges by the Directors in charge of each department is done well.

What is your assessment of Artner’s governance and internal control systems?

Nomura: The Management Division, which is the main division in charge of governance, as well as other departments, has

a high level of awareness with respect to governance, and I feel that the business management system at Artner has a strong framework. I applaud the fact that the Internal Control System, which responds to risks that may harm the Company, is also being discussed appropriately. On the other hand, with respect to work efficiency optimization, such as the promotion of IT applications for sales and administrative duties, we must continue improving.

Teramura: I actually feel that governance is being managed well in terms of work sites. Talents having expert-level skills are



assigned and placed even in the Internal Audit Office, and its collaboration with the Board of Directors and the Audit and Supervisory Committee is also good. Previously, some departments had shortages in staff to support and manage dispatched engineers at business sites, but we increased the number of staff significantly last fiscal year.

Morii: With committees such as the Audit and Supervisory Committee and the Nomination and Remuneration Committee in place, I believe Artner's governance and internal control systems are being appropriately managed through the Board of Directors, the Sustainability Committee, the Information Disclosure Committee, and Compliance and

Risk Management Meetings. I also greatly applaud how information exchanges and meetings with Audit and Supervisory Committee members, accounting firms, and the Internal Audit Office are held on a regular basis.

With worker and engineer shortages projected to become increasingly serious going forward, what are your thoughts on Artner's value and significance to society?

Nomura: I believe that fulfilling our role in society and growing stably over the long term by supporting engineers will help to increase our value to society. I think that providing educational opportunities for employees to improve their skills and striving to enhance their technical and human capabilities will also lead to contributions to society. By appropriately operating the Company into the future based on our Management Philosophy and continuing the Company, I believe that we will sufficiently demonstrate our significance to society, even amid the engineer shortages of the present day.

Teramura: In Japan, simultaneous recruiting of new graduates is the norm for major companies. When I heard from a person who provides employment support for undergraduate students that there are engineering students who give up on engineering because they are unable to get a job at their dream company, I introduced Artner to that person. After brushing up their skills at Artner for several years as dispatched engineers, many employees shift to employment with a manufacturer through our "job change assistance program." It can be said that our value to society lies in the fact that we provide opportunities for our employees to grow as engineers. Even among manufacturers, there are more and more companies that utilize a certain number of dispatched engineers due to fluctuations in the economy and technological innovations. With regard to these points as well, I feel that we provide sufficient value to society.

Morii: We conclude regular employee contracts with engineers and offer in-house training in stages on an ongoing basis via our own education system. As a result, we are able to compensate for our clients' engineer shortages and achieve substantial savings for our clients in terms of costs and time related to employment as a group that provides the greatest added value in the industry, and I think that is our value.

What are some of the management challenges facing Artner? What are your expectations for Artner in the future?

Nomura: One critical challenge for the Company is the development of next-generation management talents by proactively promoting young employees. By presenting challenges and granting authority to incredibly capable

employees regardless of their age or years of service, I believe that we can tear down the barriers between departments and improve our business performance. It is important that we also change our human resources system and the way we evaluate business performance. I think that increasing the size of the Company will, in turn, allow us to increase the number of administrative talents and make it easier to reform our human resources system.

Teramura: I believe that the development of next-generation management talents is imperative for the Company. As discussed by the Nomination and Remuneration Committee, while we have many expert talents, I feel that there is a shortage of talents who understand the various functions of the Company and can be entrusted with handling management for the future. It is necessary that we make systematic efforts to develop such management talents.

Morii: While the Company's immediate task was to satisfy the criterion for tradable share market capitalization, which is part of the listing maintenance criteria for the Prime Market, we were able to achieve that. While we still face challenges such as making progress toward diversity and inclusion in talent management and addressing the aging of Directors, they are being considered along with the strengthening of our system for career hires.



Lastly, please leave us with a message from your respective standpoints.

Nomura: We were able to satisfy the listing maintenance criteria for the Prime Market. However, we believe the real battle lies ahead. The Company must aim to achieve sustained growth and increase its enterprise value, and fulfill its obligations to society in cooperation with shareholders and other stakeholders. I hope that Artner's Directors and employees will work together to achieve our shared targets. As an Outside Director, I will also strive to contribute to the development of the Company, even if only a little.

Teramura: For the past two years, satisfying the listing maintenance criteria for the Prime Market was a high-priority issue, but we were able to achieve those criteria last fiscal year with everyone's cooperation. Going forward, I would like all of Artner's Directors and employees to continue sharing their wisdom with each other and aim for further growth.

Morii: In an industry with a market size that exceeds one trillion yen, our market share is still low with much room for increases. I believe that all of us at Artner must not forget our efforts last fiscal year to satisfy the listing maintenance criteria for the Prime Market and must continue those efforts with the same sense of urgency so that we do not betray our stakeholders' expectations.

Executive Team

Directors Who Are Not Members of the Audit and Supervisory Committee
As of April 25, 2024



SEKIGUCHI Sozo | President and CEO

Born December 31, 1964

June 1983

April 1988

March 1993

February 1998

Joined MEITEC CORPORATION (now MEITEC Group Holdings Inc.)

Joined Osaka Technology Center Co., Ltd. (previous name of the Company)

Appointed Director; Head of the Business Planning Office

Appointed Director; Vice President

February 2002

February 2012

Appointed President and CEO (current)

Appointed Head of the Hyper Artner Business Division



HARIGAE Tomonori | Director | Head of the Management Division

Born May 24, 1954

April 1978

March 1982

March 1990

March 1991

March 1993

Joined Toyobo Interior Co., Ltd.

Joined Osaka Technology Center Co., Ltd. (previous name of the Company)

Appointed Head of the Kanto Business Dept.

Appointed Director

Appointed Managing Director; Head of the General Affairs Dept.

February 2007

May 2008

Appointed Managing Director; Head of the Management Division

Appointed Director; Head of the Management Division (current)



OKUSAKA Kazuya | Director | Head of the Engineer Business Division

Born September 3, 1955

April 1978

October 1993

February 2002

April 2004

February 2007

April 2007

Joined Osaka Technology Center Co., Ltd. (previous name of the Company)

Appointed Head of the No.3 Business Dept.

Appointed Standing Auditor

Appointed Managing Director; Head of the Human Resources Dept.

Appointed Managing Director; Head of the Human Resources Division

Appointed Managing Director; Head of the Business Management Division

March 2009

February 2010

February 2011

April 2011

February 2013

February 2016

Appointed Managing Director; Head of the Technology Development Division

Appointed Managing Director; Head of the Business Promotion Division

Appointed Managing Director; Head of the Engineer Business Division

Appointed Director; Head of the Engineer Business Division

Appointed Director; Head of the Human Resources Business Division

Appointed Director; Head of the Engineer Business Division (current)



SATO So | Director | Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division

Born August 14, 1973

April 1998

June 2004

April 2007

February 2013

Joined Nihon Bayer Agrochem (now Bayer Crop Science)

Joined Aon Affinity

Joined Artner Co., Ltd.; Appointed Head of the Corporate Planning and Strategy Division

Appointed Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division

April 2015

February 2016

February 2022

Appointed Director; Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division

Appointed Director; Head of the Corporate Planning and Strategy Division

Appointed Director; Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division (current)



EGAMI Yoji | Director | Head of the Technology Development Division

Born September 26, 1958

April 1981

February 2007

April 2007

February 2010

Joined Osaka Technology Center Co., Ltd. (previous name of the Company)

Appointed Head of the Technology Development Dept. of the Human Resources Division

Appointed Director; Head of the Human Resources Division

Appointed Director; Head of the Business Promotion Division

February 2011

February 2013

February 2016

February 2022

Appointed Director; Head of the Human Resources Business Division

Appointed Director; Head of the Engineer Business Division

Appointed Director; Head of the Human Resources Business Division

Appointed Director; Head of the Technology Development Division (current)

Directors Who Are Members of the Audit and Supervisory Committee
As of April 25, 2024



NOMURA Ryuichiro | Director and standing member of the Audit and Supervisory Committee | Outside Director / Independent Director

Born February 18, 1956

April 1978

May 1999

April 2002

April 2004

October 2005

April 2007

Joined Yasuda Trust & Banking Co., Ltd. (now Mizuho Trust & Banking Co., Ltd.)

Appointed Kinshicho Branch Manager

Appointed Hiroshima Branch Manager

Appointed Head of the Securities Agency Sales Dept.

Appointed Head of the Solution Sales Dept.

Appointed Executive Officer; Head of the Solution Sales Dept.

April 2008

September 2016

March 2020

August 2020

July 2022

April 2023

Joined Mizuho Realty Co., Ltd. as Senior Managing Executive Officer

Joined Taiyo House Co., Ltd. as Vice President

Joined Nihon Unist Inc. as Advisor

Joined Marubeni Private Reit Inc. as Executive Officer

Joined Artner Co., Ltd. as Director and member of the Audit and Supervisory Committee

Joined Artner Co., Ltd. as Director and standing member of the Audit and Supervisory Committee (current)



TERAMURA Yasuhiko | Director and member of the Audit and Supervisory Committee | Outside Director / Independent Director

Born November 22, 1955

April 1978

December 1997

April 2003

April 2006

June 2006

November 2007

Joined The Bank of Yokohama, Ltd.

Appointed New York Branch Manager

Appointed Executive Officer; Head of the Financial Markets Dept.

Appointed Managing Executive Officer

Joined Kyodo Shiryō Co., Ltd. (now Feed One Co., Ltd.) as Part-time Auditor

Joined Mabuchi Corporation as Managing Director

November 2008

June 2011

November 2018

April 2021

April 2023

Appointed Senior Managing Director

Joined Sagami Transportation & Warehouse Co., Ltd. as Outside Director

Joined Multitrans, Ltd. as CEO

Joined Artner Co., Ltd. as Director and standing member of the Audit and Supervisory Committee

Joined Artner Co., Ltd. as Director and member of the Audit and Supervisory Committee (current)



MORII Shinichiro | Director and member of the Audit and Supervisory Committee | Outside Director / Independent Director

Born November 28, 1953

March 1976

May 2006

April 2011

April 2013

Joined Takara Standard Co., Ltd.

Appointed Kansai Direct Demand Branch President

Appointed Executive Officer; Kansai Direct Demand Branch President

Appointed Managing Executive Officer;

April 2019

June 2020

April 2021

Kansai Direct Demand Branch President

Appointed Managing Executive Officer; Kansai Direct Demand Branch Manager and Chubu Direct Demand Branch Manager

Appointed Advisor

Joined Artner Co., Ltd. as Director and member of the Audit and Supervisory Committee (current)

Skill Matrix of Executives

Note: The table below does not represent all the experience and expertise possessed by each Director.

Name	Positions and areas of responsibility	Corporate management	Skills	Business strategy	Recruitment and development	Sales	Finance and accounting	Governance
SEKIGUCHI Sozo	President and CEO	●		●	●	●	●	
HARIGAE Tomonori	Director and Head of the Management Division	●			●	●	●	
OKUSAKA Kazuya	Director and Head of the Engineer Business Division	●	●		●	●		
SATO So	Director, Head of the Corporate Planning and Strategy Division, and Head of the Engineer Agency Business Division	●		●	●		●	
EGAMI Yoji	Director and Head of the Technology Development Division	●	●		●	●		
NOMURA Ryuichiro	Outside Director and standing member of the Audit and Supervisory Committee	●				●	●	●
TERAMURA Yasuhiko	Outside Director and member of the Audit and Supervisory Committee	●					●	●
MORII Shinichiro	Outside Director and member of the Audit and Supervisory Committee					●		●

< Definition of Each Skill >

- Corporate management : Competence and experience engaging in corporate management and important decision-making.
- Skills : Possesses a high level of expertise in the Company's business fields, and has competence and experience promoting the growth and self-actualization of engineers.
- Business strategy : Competence and experience discerning medium- and long-term societal changes and guiding the Company's strategy accordingly.
- Recruitment and development : Competence and experience maintaining and creating the Company's unique "high value-added engineering group" even as the competition for talent intensifies.
- Sales : Competence and experience conducting appropriate sales from the client's perspective based on their diversifying needs.
- Finance and accounting : Possesses adequate knowledge in finance and accounting, and has competence and experience working on financial strategies for enhancing enterprise value.
- Governance : Adequate knowledge and experience needed to establish a corporate governance framework.