

To: Our Shareholders

I would like to express my sincere gratitude to you for your continued support.

While society undergoes various forms of change including the shrinking workforce and intensifying environmental issues, technological innovation is accelerating, as symbolized by the emergence of generative AI. There is growing potential for IT to solve problems that have been unsolved up to now.

NS Solutions Corporation will take these changes as opportunities and leverage digital technology, which is our strength, to actively initiate engagement with society and open up new possibilities.

With our PURPOSE, “Dream our future, unleash the possibilities of society, with technology and passion,” we will promote sustainability management based on our value creation process, whereby contributing to the realization of a sustainable society as a member of the global community.

The NSSOL group has promoted business activities in accordance with the Medium-term Business Strategy 2021–2025. In the 44th fiscal year, we achieved record highs as well in both revenue and operating profit, exceeding our initial forecasts thanks to strong IT demand. Growth investments were also implemented smoothly as planned.

Given that the current Medium-term Business Strategy is outpacing the plan, and the external environment and IT megatrends are changing dramatically, we have positioned the fiscal year ending March 31, 2026, the 25th year of our establishment, as our second founding period and will launch new activities to prepare for the next stage. To lead the movement, we have formulated the “NSSOL 2030 Vision,” which is what we aim for in 2030.

As the role of IT expands from solving the issues of individual companies and organizations to solving those of society as a whole and across industries, we aspire to grow out of our existing presence as a partner of individual companies and become a “producer” that envisions and realizes the future for society and businesses. We aim to achieve industry-leading business growth with the vision of becoming a “Social Value Producer with Digital” by 2030.

We ask for the continued understanding and support of our shareholders.

Yours truly,
Kazuhiko Tamaoki
Representative Director & President
NS Solutions Corporation

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Securities code: 2327

May 31, 2024

(Date of commencement of electronic provision measures: May 27, 2024)

To Shareholders with Voting Rights:

Kazuhiko Tamaoki
Representative Director & President
NS Solutions Corporation
1-17, Toranomom 1-chome, Minato-ku,
Tokyo, Japan

**NOTICE OF
THE 44TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you that the 44th Annual General Meeting of Shareholders (the “Meeting”) of NS Solutions Corporation (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures as “Notice of the 44th Annual General Meeting of Shareholders” on the following Company website.

The Company website:

<https://www.nssol.nipponsteel.com/ir/shareholders.html>

In addition to the website shown above, the Company also has posted the same information on the following websites on the internet.

The Tokyo Stock Exchange (TSE) website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(To view the information, please access the TSE website shown above, enter the company name or securities code, click on “Search,” and then select “Basic information” and “Documents for public inspection/PR information” in this order.)

The Portal of Shareholders’ Meeting (operated by Sumitomo Mitsui Trust Bank):

<https://www.soukai-portal.net>

(Please scan the QR code printed on the enclosed Voting Rights Exercise Form or enter your ID and initial password.)

* Please note that the websites above may be temporarily inaccessible due to scheduled maintenance or other reasons.

If you are unable to view the website, please access other websites or try again later.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via electromagnetic means. Please review the accompanying Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

[When exercising voting rights in writing (Voting Rights Exercise Form)]

Please indicate your approval or disapproval of each Proposal on the enclosed Voting Rights Exercise Form and return it so that it can reach us no later than **Tuesday, June 18, 2024 at 5:20 p.m.** If there is no indication of approval or disapproval of each Proposal in the space provided, it shall be deemed as an indication of approval.

[When exercising voting rights via electromagnetic means (the internet, etc.)]

In accordance with “Guide to Exercising Your Voting Rights Via the Internet, etc.” (page 6) below (in Japanese), please access The Portal of Shareholders’ Meeting site via the smartphone or other devices (by logging in the site with the log-in QR code indicated on the Voting Rights Exercise Form), or otherwise access The Portal of Shareholders’ Meeting site (<https://www.soukai-portal.net>) or the voting rights exercise website (<https://www.web54.net>) via the internet, and exercise your voting rights no later than **Tuesday, June 18, 2024 at 5:20 p.m.** by entering your approval or disapproval, following the instructions on the screen.

[When a proxy exercises voting rights on your behalf]

Please have your proxy submit your Voting Rights Exercise Form and a form stating that you give power of attorney to your proxy. Only one shareholder entitled to exercise voting rights is qualified to be a proxy.

<Notice of live-streaming of the General Meeting of Shareholders>

The Meeting will be live-streamed on the internet. For more details, please refer to “Guide to Live Online Streaming” on page 7 (in Japanese). Please note that you will not be able to exercise voting rights, ask questions, or make a motion while viewing the live-streamed meeting.

- 1. Date and Time:** Wednesday, June 19, 2024 at 10:00 a.m. Japan time
(The reception will start at 9:00 am.)
- 2. Place:** Conference Room of the Company, 17F, Toranomom Hills Business Tower,
1-17, Toranomom 1-chome, Minato-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report, Consolidated Financial Statements for the Company's 44th Fiscal Year (April 1, 2023–March 31, 2024), results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company's 44th Fiscal Year (April 1, 2023–March 31, 2024)
- Proposals to be resolved:**
- Proposal:** Election of Ten (10) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

(Notes)

1. When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. If you plan to exercise your voting rights diversely, please notify the Company to that effect and of the reason thereof in writing or via electromagnetic means no later than Thursday, June 13, 2024.
3. If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.
4. The English versions of the notice of convocation and the Reference Documents for the General Meeting of Shareholders are placed and provided on the Company website shown below:
The Company website (<https://www.nssol.nipponsteel.com/en/>)
5. Pursuant to laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters subject to the electronic provision measures are not included in the documents required to be sent to shareholders who make a request for delivery of documents.
 - Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements as part of Consolidated Financial Statements
 - Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements as part of Non-consolidated Financial StatementsAccordingly, the documents sent to shareholders constitute only part of the documents audited by the Accounting Auditor and the Audit & Supervisory Committee in the preparation of the Audit Report.
6. Questions regarding the agenda of the Meeting will be accepted in advance via The Portal of Shareholders' Meeting. Of the questions we receive, we plan to share with you some of the items that we believe will be of interest to shareholders in general during the Meeting.
Period for accepting questions: Friday, May 31, 2024 to Monday, June 10, 2024
To send us your questions in advance, please access the following website:
<https://www.soukai-portal.net> (in Japanese)
7. We appreciate your understanding in advance that no souvenirs will be provided to shareholders and no food or beverages will be available during the Meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal: Election of Ten (10) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the close of the Meeting. Accordingly, the Company proposes to elect ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members).

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kazuhiko Tamaoki (December 2, 1961) [Reappointment]	<p>April 1985 Joined Nippon Steel Corporation</p> <p>April 2001 Seconded to the Company</p> <p>February 2002 Director, Sales Department, Infrastructure Solutions Division-III of the Company</p> <p>March 2003 Left Nippon Steel Corporation</p> <p>April 2012 Director, Human Resources Department of the Company</p> <p>April 2015 Executive Officer and Director, Human Resources Department of the Company</p> <p>April 2016 Executive Officer and Director, Retail & Service Business System Solutions Division, Industrial & Retail Business System Solutions Bureau of the Company</p> <p>April 2018 Executive Officer and Director, Human Resources Bureau of the Company</p> <p>June 2018 Executive Director, Executive Officer, and Director, Human Resources Bureau of the Company</p> <p>April 2019 Executive Director and Senior Executive Officer in charge of Steelmaking System Solutions Units, Sales Planning & Management Bureau, and Human Resources Bureau, and Director of Human Resources Bureau of the Company</p> <p>June 2020 Executive Director and Senior Executive Officer in charge of Sales Planning & Management Bureau and Human Resources Bureau, and Director of Human Resources Bureau of the Company</p> <p>April 2021 Executive Director and Managing Executive Officer in charge of Sales Planning & Management Bureau, Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department of the Company</p> <p>June 2022 Executive Director and Managing Executive Officer in charge of Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department of the Company</p> <p>April 2023 Representative Director & President of the Company (to present)</p>	8,455

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Atsuki Matsumura (May 18, 1961) [Reappointment]	<p>April 1986 Joined Nippon Steel Corporation</p> <p>April 1992 Chief Researcher, Semiconductor Substrate Technology Research Center, Electronics Laboratories, Technology Development Bureau of Nippon Steel Corporation</p> <p>April 2001 Seconded to Wacker NSCE Corporation SOI/SIMOX Group Leader</p> <p>October 2004 Transferred to Siltronic Japan Corporation (renamed in 2004)</p> <p>August 2008 President and Representative Director and General Manager, Sales Management Department of Siltronic Japan Corporation</p> <p>November 2012 Left Siltronic Japan Corporation</p> <p>December 2012 Joined Nippon Steel & Sumitomo Metal Corporation Senior Principal Manager, Corporate Planning Division</p> <p>April 2015 Advisor of Nippon Steel & Sumitomo Metal Corporation</p> <p>June 2015 Audit & Supervisory Board Member of the Company</p> <p>April 2016 Executive Officer of Nippon Steel & Sumitomo Metal Corporation</p> <p>April 2017 Executive Officer and General Manager, Business Process Reform Promotion Department of Nippon Steel & Sumitomo Metal Corporation</p> <p>April 2019 Managing Executive Officer of Nippon Steel Corporation</p> <p>March 2020 Left Nippon Steel Corporation</p> <p>April 2020 Joined the Company Managing Executive Officer in charge of Steelmaking System Solutions Bureau and IoX Solution Business Promotion Department</p> <p>June 2020 Executive Director and Managing Executive Officer in charge of Steelmaking System Solutions Units and IoX Solution Business Promotion Department of the Company</p> <p>April 2021 Executive Director and Senior Managing Executive Officer in charge of Steelmaking System Solutions Units and IoX Solution Business Promotion Department of the Company</p> <p>April 2022 Executive Director and Senior Vice President in charge of Manufacturing Industry Digital Transformation Center, Industrial Business System Solutions Units, Steelmaking System Solutions Units, and IoX Solution Business Promotion Department of the Company</p> <p>April 2023 Executive Director and Senior Vice President in charge of Manufacturing Industry Digital Transformation Center, Industrial Business System Solutions Units, Steelmaking System Solutions Units, and Technology Bureau of the Company</p> <p>April 2024 Executive Director and Senior Vice President in charge of Manufacturing Industry Digital Transformation Center, Industrial Business System Solutions Units, and Steelmaking System Solutions Units (to present)</p>	2,616

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Masunao Kuroki (January 10, 1967) [Reappointment]	<p>April 1989 Joined Nippon Steel Corporation</p> <p>April 2001 Seconded to the Company</p> <p>March 2003 Left Nippon Steel Corporation</p> <p>April 2005 Director, Sales Department-I, Financial System Solutions Division of the Company</p> <p>April 2010 Director, Sales Department, Retail & Service Business System Solutions Division of the Company</p> <p>April 2011 Deputy Director, Retail & Service Business System Solutions Division of the Company</p> <p>October 2014 Director, Sales Division, Financial System Solutions Bureau of the Company</p> <p>April 2016 Deputy Director, Financial System Solutions Bureau of the Company</p> <p>April 2017 Executive Officer and Deputy Director, Financial System Solutions Bureau of the Company</p> <p>April 2018 Executive Officer and Director, Retail & Service Business System Solutions Division, Industrial & Retail Business System Solutions Bureau of the Company</p> <p>April 2020 Executive Officer and Director, Financial System Solutions Bureau of the Company</p> <p>April 2021 Senior Executive Officer and Director, Financial System Solutions Bureau of the Company</p> <p>April 2022 Senior Executive Officer in charge of Retail & Service Business System Solutions Units, Financial System Solutions Units, and Sales Planning & Management Bureau of the Company</p> <p>June 2022 Executive Director and Senior Executive Officer in charge of Retail & Service Business System Solutions Units, Financial System Solutions Units, and Sales Planning & Management Bureau of the Company</p> <p>April 2023 Executive Director and Senior Executive Officer in charge of Digital Solution & Consulting Unit, Retail & Service Business System Solutions Units, Financial System Solutions Units, and Sales Planning & Management Bureau of the Company (to present)</p>	2,742

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Tatsuya Endo (June 16, 1964) [Reappointment]	<p>April 1991 Joined Nippon Steel Corporation</p> <p>April 2001 Seconded to the Company</p> <p>March 2003 Left Nippon Steel Corporation</p> <p>October 2007 Director, Technology Planning Department, IT Engineering Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2009 Director, IT Engineering Department, IT Engineering Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2010 Director, Systems Engineering Department-II, IT Engineering Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2011 Director, Systems Engineering Department-III, IT Engineering Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2012 Director, Systems Engineering Department-I, IT Engineering Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2015 Director, IT Service Solution Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2017 Director, IT Infrastructure Service Engineering Division, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2019 Executive Officer and Deputy Director, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2020 Executive Officer and Director, Public Sector System Solutions Division of the Company</p> <p>April 2022 Executive Officer and Director, IT Infrastructure Solutions Bureau of the Company</p> <p>April 2023 Senior Executive Officer in charge of Telecom Solutions Unit and IT Service & Engineering Unit of the Company</p> <p>June 2023 Executive Director and Senior Executive Officer in charge of Telecom Solutions Unit and IT Service & Engineering Unit of the Company (to present)</p>	4,363

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Akimi Tojo (June 21, 1965) [Reappointment]	<p>April 1989 Joined Nippon Steel Corporation</p> <p>April 2001 Seconded to the Company</p> <p>March 2003 Left Nippon Steel Corporation</p> <p>April 2007 Director, Sales Department-III, Industrial Business System Solutions Division of the Company</p> <p>April 2008 Director, Sales Department-IV, Industrial Business System Solutions Division of the Company</p> <p>October 2008 Director, Corporate Planning & Strategic Alliance Department of the Company</p> <p>September 2009 Director, IT Service Division, IT Infrastructure Solutions Bureau of the Company</p> <p>March 2011 Director, Data Center Division, IT Infrastructure Solutions Bureau of the Company</p> <p>July 2012 Seconded to NS Solutions (Shanghai) Co., Ltd. as Director & President</p> <p>April 2016 Director, IoX Solution Business Promotion Department of the Company</p> <p>April 2020 Executive Officer and Director, Retail & Service Business System Solutions Bureau of the Company</p> <p>April 2022 Executive Officer and Director, Corporate Planning & Strategic Alliance Department of the Company</p> <p>April 2023 Senior Executive Officer in charge of Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department of the Company</p> <p>June 2023 Executive Director and Senior Executive Officer in charge of Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department of the Company</p> <p>January 2024 Executive Director and Senior Executive Officer in charge of Transformation Center, Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department of the Company (to present)</p>	4,183

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Miho Kamada (July 2, 1966) [New appointment]	April 1991 Joined Nippon Steel Corporation April 2001 Seconded to the Company March 2003 Left Nippon Steel Corporation April 2014 Director, Systems Engineering Department-VIII, Industrial Business System Solutions Division, Industrial & Retail Business System Solutions Bureau of the Company April 2015 Director, Industrial Business System Solutions Division, Industrial & Retail Business System Solutions Bureau of the Company April 2016 Director, Solutions Systems Engineering Department-III, Industrial Business System Solutions Division, Industrial & Retail Business System Solutions Bureau of the Company July 2019 Deputy Director, Technology Bureau of the Company April 2021 Executive Officer and Director, Technology Bureau of the Company April 2024 Executive Officer in charge of Technology Bureau and Work Practice Reform & Diversity Promotion of the Company (to present)	5,149

Note: Ms. Miho Kamada's name in the family register is Ms. Miho Fukuyama.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	<p>Rie Horii (April 7, 1960)</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>April 1983 Joined Sumitomo Mitsui Trust Bank, Limited.</p> <p>May 1991 Joined Kao Corporation</p> <p>April 2005 Seconded to Kao Customer Marketing Co., Ltd. (currently Kao Group Customer Marketing Co., Ltd.)</p> <p>April 2008 General Manager, Chain Store Department, Kinki Branch of Kao Customer Marketing Co., Ltd.</p> <p>April 2010 General Manager, Chain Store Department, International Customer Marketing Unit of Kao Customer Marketing Co., Ltd.</p> <p>November 2013 General Manager, Employment and Education Department, Human Resource Development Unit of Kao Customer Marketing Co., Ltd.</p> <p>January 2016 Executive Officer and Deputy General Manager, Human Resource Development Unit and Manager, Diversity & Inclusion Promotion Office of Kao Group Customer Marketing Co., Ltd.</p> <p>January 2018 Representative Director and President and Executive Officer, Sofina Beauty Counseling Co., Ltd. (currently Kao Beauty Brands Counseling Co., Ltd.)</p> <p>June 2021 General Manager, Minato Ward Gender Equality Center Libra</p> <p>June 2022 Executive Officer, EQ Partners, Inc. (to present)</p> <p>June 2023 Executive Director of the Company (to present)</p> <p>[Significant concurrent positions] Executive Officer, EQ Partners, Inc.</p>	0
<p>[Reason for nomination and outline of expected roles] Ms. Rie Horii has deep insight in corporate management and marketing and has held key positions that help promote diversity. We expect her to continue to provide valuable advice and recommendations to the Board of Director of the Company and fulfill an appropriate supervisory function. Therefore, we propose to elect her as an Outside Director.</p>			

- Notes:
1. Ms. Rie Horii is a candidate for Outside Director as stipulated in the Companies Act.
 2. The Company has notified the Tokyo Stock Exchange of the appointment of Ms. Rie Horii as an independent officer as stipulated in the rules of the Tokyo Stock Exchange.
 3. Ms. Rie Horii is currently an Outside Director of the Company and will have served as Outside Director for one (1) year at the close of the Meeting.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Masatoshi Fujiwara (February 20, 1978) [New appointment] [Outside] [Independent]	April 2005 Lecturer, Faculty of Business Administration, Kyoto Sangyo University	0
		April 2008 Associate Professor, Faculty of Business Administration, Kyoto Sangyo University	
		April 2013 Associate Professor, Graduate School of Commerce and Management, Hitotsubashi University	
		April 2018 Associate Professor, Graduate School of Business Administration, Hitotsubashi University	
		April 2021 Professor, Graduate School of Business Administration, Hitotsubashi University (to present)	
		[Significant concurrent positions] Professor, Graduate School of Business Administration, Hitotsubashi University	
[Reason for nomination and outline of expected roles] While Mr. Masatoshi Fujiwara has long engaged in research on management strategy and other areas as the Professor of Graduate School of Business Administration, Hitotsubashi University. Although he has never been directly involved in corporate management, based on his insight as a research expert in the field of management strategy, we expect him to provide valuable advice and recommendations to the Board of Directors of the Company and fulfill an appropriate supervisory function. Therefore, we propose to elect him as an Outside Director.			

- Notes: 1. Mr. Masatoshi Fujiwara is a candidate for Outside Director as stipulated in the Companies Act.
2. The Company has notified the Tokyo Stock Exchange of the appointment of Mr. Masatoshi Fujiwara as an independent officer as stipulated in the rules of the Tokyo Stock Exchange.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	Hiroto Naito (July 5, 1967) [Reappointment]	<p>April 1991 Joined Nippon Steel Corporation</p> <p>July 2012 Leader, Marketing Administration & Planning Group, Marketing Administration & Planning Division of Nippon Steel Corporation</p> <p>November 2013 Manager, Automotive Flat Products Group-I, Automotive Flat Products Division, Flat Products Unit of Nippon Steel Corporation</p> <p>April 2016 General Manager, General Administration Department, Hirohata Works of Nippon Steel Corporation</p> <p>April 2018 General Manager, General Administration Division of Nippon Steel Corporation</p> <p>April 2019 General Manager, Corporate Planning Division of Nippon Steel Corporation</p> <p>April 2021 Executive Officer of Nippon Steel Corporation (assigned to serve as General Manager, Corporate Planning Division)</p> <p>June 2023 Executive Director of the Company (to present)</p> <p>April 2024 Managing Executive Officer of Nippon Steel Corporation (to present)</p> <p>[Significant concurrent position] Managing Executive Officer of Nippon Steel Corporation Audit & Supervisory Board Member (part time) of Nippon Steel Trading Corporation</p>	0

Note: Mr. Hiroto Naito currently serves as Managing Executive Officer of Nippon Steel Corporation, the parent company of the Company.

(Agreement Limiting Liability)

The Company has entered into an agreement with Mr. Ichiro Ishii, Ms. Rie Horii and Mr. Hiroto Naito to the effect that, if each of them has acted in good faith and without gross negligence in performing his duties, the liability under Article 423, Paragraph 1 of the Companies Act is limited to an amount that can be reduced in accordance with Article 425, Paragraph 1 of the Companies Act. If this proposal is approved as originally proposed, this agreement will continue. If the election of Mr. Masatoshi Fujiwara is approved as originally proposed, the Company will enter into the same agreement with him.

(Indemnity Agreement)

The Company has entered into an agreement with Mr. Kazuhiko Tamaoki, Mr. Atsuki Matsumura, Mr. Masunao Kuroki, Mr. Tatsuya Endo, Mr. Akimi Tojo, Mr. Ichiro Ishii, Ms. Rie Horii and Mr. Hiroto Naito to indemnify them for costs set forth in Article 430-2, Paragraph 1 (1) of the Companies Act and losses set forth in Article 430-2, Paragraph 1 (2) to the extent provided for by laws and regulations. If this proposal is approved as originally proposed, this agreement will continue. If the election of Ms. Miho Kamada and Mr. Masatoshi Fujiwara is approved as originally proposed, the Company will enter into the same agreement with each of them.

(Reference)

Composition of the Board of Directors (Skill Matrix of Directors) *in the case that each of candidates for Directors is elected at the Meeting

		Business management	Sales/Marketing	Technology/R&D	Global	Accounting/Finance	Legal affairs/ Risk Management	Personnel/Labor/ HR Development	ESG/SDGs	Business area of expertise			
										Applications	IT infrastructures	Customer's business category	
Executive Directors	Kazuhiko Tamaoki	●	●			●	●	●		●	●	Retail & Service, Iron and steel	
	Atsuki Matsumura	●		●	●					●		Industrial, Iron and steel	
	Masunao Kuroki	●	●							●		Retail & Service, Finance	
	Tatsuya Endo	●		●					●		●	Utilities	
	Akimi Tojo	●	●		●	●			●		●	●	Industrial, Retail & Service
	Miho Kamada*			●					●		●		Industrial
Non-executive Directors	Ichiro Ishii	●			●		●						
	Rie Horii	●	●					●	●				
	Masatoshi Fujiwara*			●	●				●				
	Hiroto Naito	●	●										
Directors who are Audit & Supervisory Committee Members	Masayuki Takahara		●				●						
	Shuichiro Hoshi						●						
	Kazuhiro Fujita	●			●	●							

* An asterisk (*) indicates a newly appointed candidate.

Business Report

(44th Fiscal Year: April 1, 2023–March 31, 2024)

1. Overview of the NSSOL Group

(1) Business Progress and Results

(Economic and industry environment)

The Japanese economy saw mild recovery, despite some stagnation, during the fiscal year ended March 31, 2024. However, the outlook remains uncertain, as there is a risk of a slowdown in the country's economy as it faces downward pressure from slowing overseas economies, such as with the impact associated with global monetary tightening and concerns about the outlook for the Chinese economy. In addition, close attention should be paid to the impact of rising prices, the situation in the Middle East, and financial market fluctuations due to the Bank of Japan ending negative interest rates.

Corporate earnings have generally improved, and system investment by client companies has remained firm, as needs for digital transformation (DX) with the purpose of expanding business and increasing competitiveness continued to be strong.

(Sales progress and results of the NSSOL group)

Based on the Medium-term Business Strategy 2021–2025 published in April 2021, NS Solutions Corporation (hereinafter, the “Company,” and the Company and its subsidiaries are collectively referred to as the “Group”) defined four focus areas for business growth: DX in manufacturing industry, digital platformer, digital workplace solutions, and IT outsourcing. We are endeavoring to expand our business by capturing customer needs for DX to the greatest extent possible.

As part of our efforts to promote customers' DX, the Company teamed up with Nippon Steel Corporation to develop a production planning system with mathematical optimization technology, which is designed to realize business reform, with the system already starting full operations. We also introduced a local 5G system, a high-capacity data transmission system that will improve efficiency of maintenance and inspection work at electricity companies' power plants by enabling remote monitoring of sites using video and voices as well as streamline the process to transfer technical expertise, and a supply and demand management system that leverages “PPPlan,” the Company's supply chain management cloud service for the food industry. In addition, the Company has commenced providing “ConSeek,” an integrated business management platform service for financial institutions as well as a modernization project for an insurance company's backbone system.

Moreover, in the AI domain, where the Company has accumulated knowledge, we have started to offer support services powered by generative AI and ChatGPT as well as total support services for “Oracle Cloud VMware Solution,” which aids in lifting backbone systems to the cloud. In addition, we continued to work to expand sales of virtual desktop service “M³DaaS@absonne^{*1}” and electronic transaction and contract service “CONTRACTHUB^{*2}” in an effort to facilitate business growth in our focus areas.

As part of our growth-focused investments, the Company has also entered into business alliances with AI startup company ExaWizards Inc., and NIPPON STEEL TEXENG. CO., LTD. in the digital manufacturing field. In addition, we made NS Solutions BizTech Corporation a Group company and have signed an agreement for a capital and business alliance with TOHO SYSTEM SCIENCE CO., LTD., in an effort to strengthen our abilities to respond to customers' DX needs.

- *1. Ranked first in “DaaS market share” for the 10th consecutive year
(Referencing from Fuji Chimera Research Institute, Inc., “2023 Current Trends and Future Prospects of Cloud Computing”)
- * 2. Cumulative number of documents registered exceeded 30 million at the end of April 2023; achieved number one share in the market for electronic contract service (companies with over 1,000 employees) for the seventh consecutive year
(Referencing from ITR Corporation, “ITR Market View: EC Site Creation/CMS/SMS Transmission Service/Electronic Billing Service/Electronic Contract Service Markets 2023”)

To promote sustainability management, we have organized our value creation process based on our goals to achieve the purpose of our existence in society, defined five material issues, and are working to address them. The Company has been committed to fostering a corporate culture in which everyone can work with vigor and enthusiasm, including the promotion of D&I. Continuing from last year, the Company was awarded the highest gold rating in the Pride Index 2023, which is an evaluation index for initiatives related to LGBTQ+ and other sexual minorities. The Company also launched “*Soshiki-no-Mirai* Human Capital Series,” a service to help visualize human capital, to support the practice of human capital management leveraging technology. Additionally, the Company is engaged in various business activities from an ESG perspective to create a prosperous society. This includes the establishment of “GRID BOX,” an incubator that promotes the training of top-level IT engineers and the creation of employment opportunities in regional areas jointly with Izumo City in Shimane Prefecture and companies in that prefecture, and visiting lectures at elementary and junior high schools which has now exceeded 200 times in total, offering the use of “K3Tunnel,” a programming learning site ran by the Company. As a result of these efforts, the Company was selected again as an index component of the FTSE4Good Index Series, FTSE Blossom of Japan Index, and FTSE Blossom Japan Sector Relative Index, which are ESG investment benchmarks.

Revenue for the fiscal year ended March 31, 2024 amounted to 310,632 million yen, an increase of 18,944 million yen compared to 291,688 million yen for the previous fiscal year. This was due to favorable conditions in digital workplace solutions, the cloud services and Oracle solutions, in addition to higher sales to major banks and Nippon Steel Corporation. Operating profit came in at 35,001 million yen, an increase of 3,263 million yen compared to 31,738 million yen for the previous fiscal year. This was due to increased gross profit including an improved gross profit margin, despite a rise in selling, general and administrative expenses as a result of the implementation of measures to strengthen human capital, including recruiting and training, and the promotion of internal infrastructure improvement in addition to enhancing sales capability.

An overview of the fiscal year ended March 31, 2024 by service field (Business Solutions and Consulting & Digital Service) is as follows.

Business Solutions

Revenue for the fiscal year ended March 31, 2024 amounted to 231,516 million yen, an increase of 14,026 million yen compared to 217,489 million yen for the previous fiscal year.

Manufacturing and Steel field

Revenue from this field increased year on year due to higher sales to Nippon Steel Corporation.

Retail and Platform field

Revenue from this field increased year on year.

Financial Services field

Revenue from this field increased year on year due to higher sales to major banks.

Consulting & Digital Service

Revenue for the fiscal year ended March 31, 2024 amounted to 79,116 million yen, an increase of 4,918 million yen compared to 74,198 million yen for the previous fiscal year owing to favorable sales in digital workplace solutions, the cloud services, and Oracle solutions.

(2) Capital Investment

The Group's capital investments in the fiscal year ended March 31, 2024 amounted to 21,332 million yen.

(3) Financing

Not applicable.

(4) Issues to Be Addressed

a. Business operations for the realization of the Medium-term Business Strategy 2021–2025

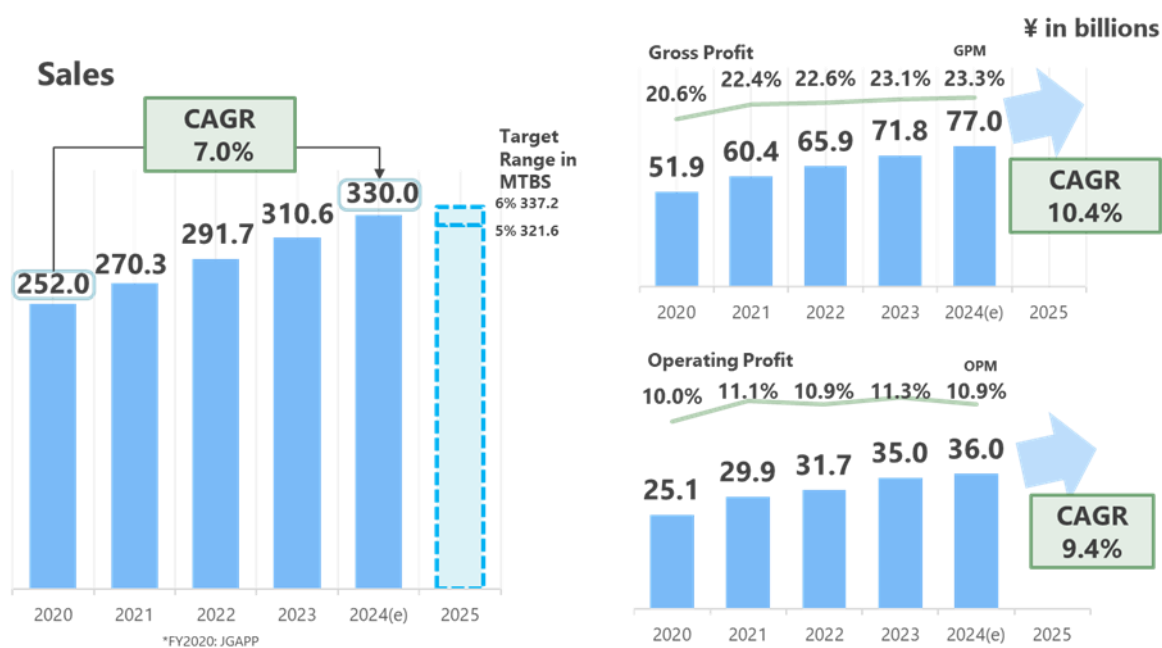
The Company recognizes the promotion and execution of its business to realize the Medium-term Business Strategy 2021–2025 published in April 2021 as its challenge for the achievement of sustainable business growth. The three-year cumulative results for FY2021–FY2023 are as presented below, showing that all indicators performed well.

(Progress of the Medium-term Business Strategy)

	Cumulative total results (FY2021–FY2023)	Medium-term business period target (FY2021–FY2025)
Consolidated revenue growth (CAGR)	7.2% (per year)	5–6%
Revenue growth in focus areas (CAGR)	11.2% (per year)	10% or higher
Investments to strengthen business infrastructure	40.4 billion yen (3-year total)	50.0–75.0 billion yen (30.0–45.0 bn yen per 3 years)
Investments to accelerate DX	10.5 billion yen (3-year total)	10.0–15.0 billion yen (6.0–9.0 bn yen per 3 years)

Progress and the outlook for FY2024 are as follows:

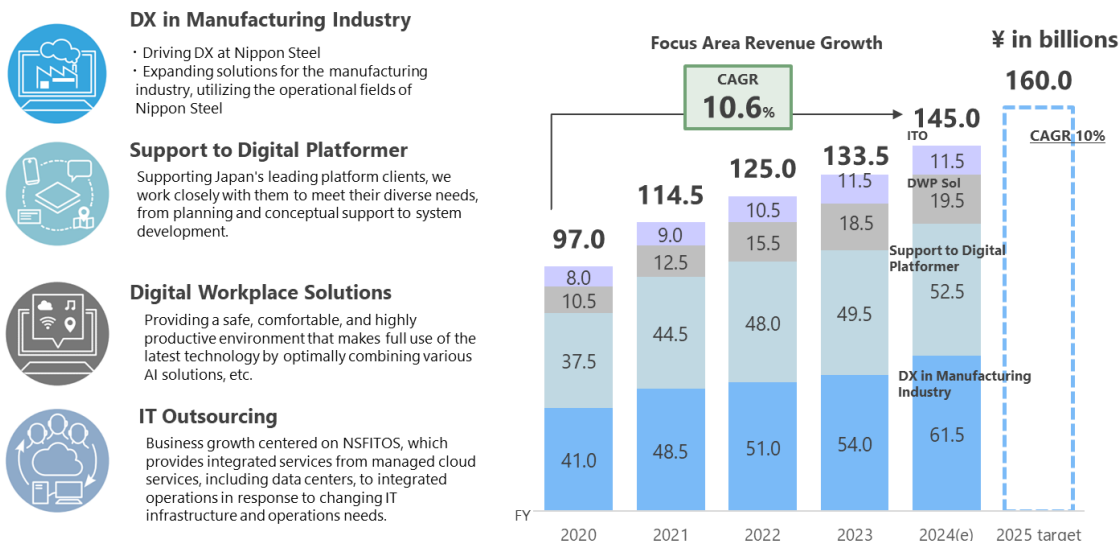
(Progress of revenue and profit)



Revenue for FY2023 was 310.6 billion yen. The revenue growth rate for the three years up to FY2023 was 7.2% per year, exceeding the medium-term business period target reflecting strong performance. Revenue forecast for FY2024 is 330.0 billion yen, bringing the four-year expected growth rate to 7% per year, exceeding the growth target.

Profit margin also improved steadily owing to our operation that emphasizes added values. In the four years up to FY2024, the Company expects a solid growth with gross profit increasing at 10.4% per year and operating profit at 9.4% per year.

(Progress by focus area)



Revenue from the focus areas amounted to 133.5 billion yen for FY2023, up 11.2% from 97.0 billion yen for FY2020. Revenue forecast for the focus area for FY2024 is 145.0 billion yen and the annual growth rate forecast is 10.6%.

(Growth investment)

During FY2023 the Company spent 16.2 billion yen in total for investments to strengthen business infrastructure and investments to accelerate DX. We are making active investments with projected investments for FY2024 at 19.0 billion yen and the annual average investments for four years from FY2021 to FY2024 at approximately 17.5 billion yen. We are also actively engaging in M&A and other investments and financing activities.

Specific initiatives during the fiscal year review were as follows.

Item	Description
Investments to strengthen business infrastructure	<ul style="list-style-type: none"> Transformation Promotion Center established in January 2023 (reorganized as Transformation Center in January 2024) took the lead in accelerating initiatives that contribute to improving operational efficiency and employee engagement Investment to realize “The Next-Gen Development Process”
Investments to accelerate DX	<ul style="list-style-type: none"> Launched reskilling programs with capacity of 400 to 500 employees per year, focusing on developing DX talents Strengthened investments for creating new solutions, etc.
M&A and other investments / financing	<ul style="list-style-type: none"> Made TEXENG SOLUTIONS CORPORATION (currently NS Solutions BizTech Corporation), a company that has engineers with deep business insights in a wide range of domain including manufacturer, financial institution, retailer, and service company, one of the Group company. Invested in TOHO SYSTEM SCIENCE CO., LTD., a company that has high technical know-how in areas expanding from IT consulting to the entire lifecycle of a system including implementation, creation, and operation of IT, principally in the finance field.

Since the announcement of the “Notice for Establishment of an Estimated Selling Amount of Cross-Shareholdings with the Aim to Secure Funds for Growth Investments” disclosed in April 2022, the

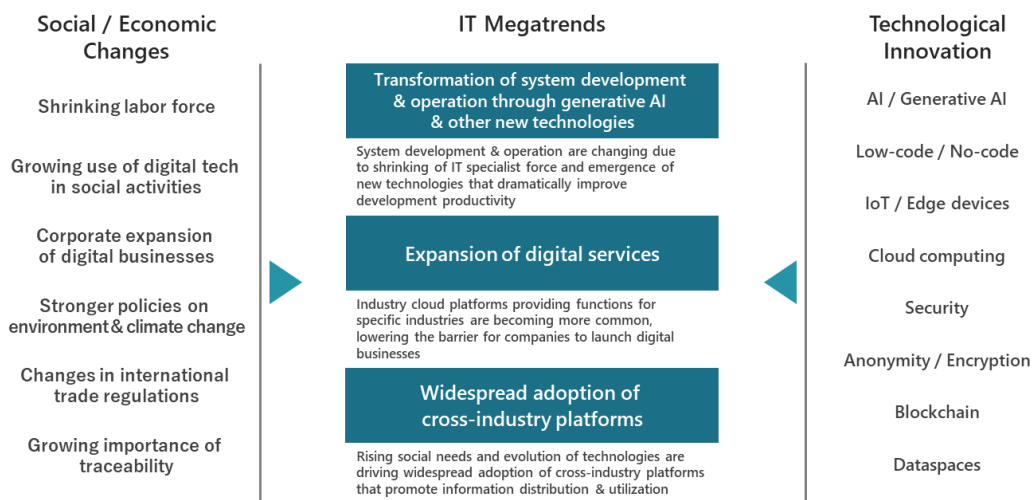
Company has been selling cross-holding shares to secure funds for growth investments. Although we carried out sales totaling 7.1 billion yen during FY2023, the balance of cross-holding shares as of March 31, 2024 increased by 20.3 billion yen to 59.9 billion yen mainly due to higher share prices (a 27.5 billion yen rise). For fiscal year ending March 31, 2025, we will continue with the divestment of cross-holding shares in accordance with our policy.

b. NSSOL 2030 Vision

We have positioned FY2025, the 25th anniversary of our founding, as the year of our “second founding.” To launch new activities to embark on the next stage of our journey, we have formulated “NSSOL 2030 Vision” to map out the future we aspire toward.

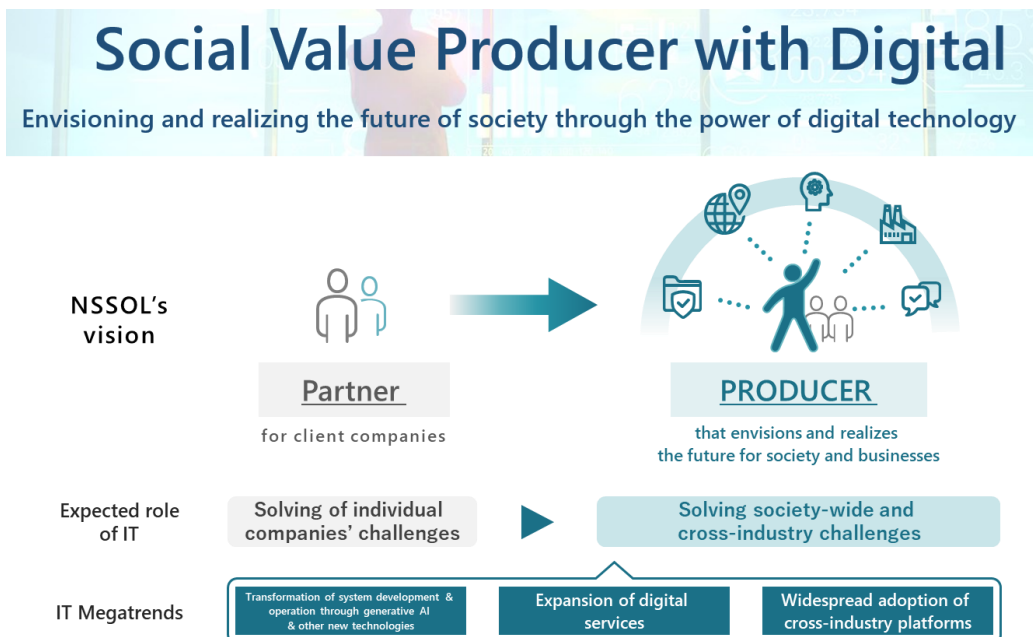
(i) Medium- / long-term external environment and it megatrends

Looking into 2030, the external environment surrounding the Company will undergo further and larger changes. The three topics presented below will be the important IT megatrends for the Company.



(ii) NSSOL’s vision

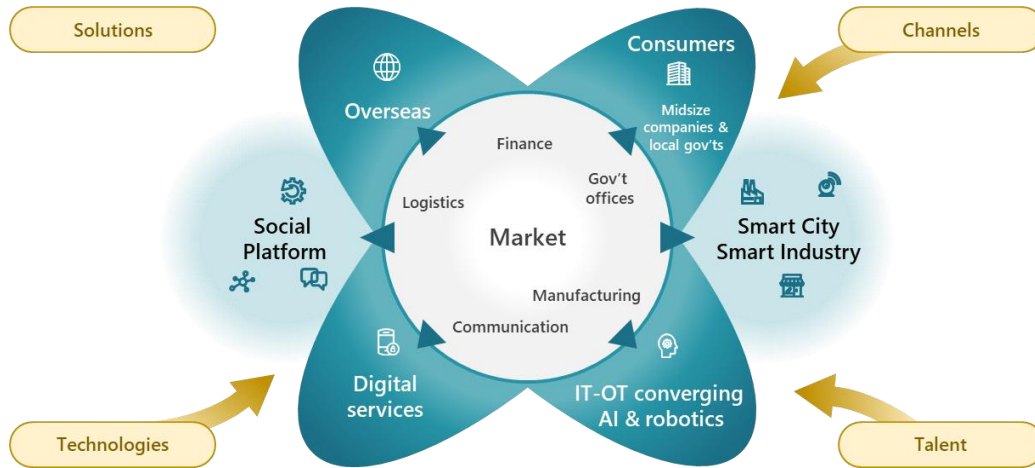
Given such external environment and IT megatrends, the expected roles of IT has expanded from the traditional role of helping solve individual companies’ challenges, to solving society-wide and cross-industry challenges. We must make a new start to become the “producer” that envisions and realizes the future for society and business, from the current position of being a “partner” of client companies. To reflect this challenge, we have defined our vision as “Social Value Producer with Digital.”



(iii) Actions for realizing our vision

(a) Expand beneficiaries of value we provide

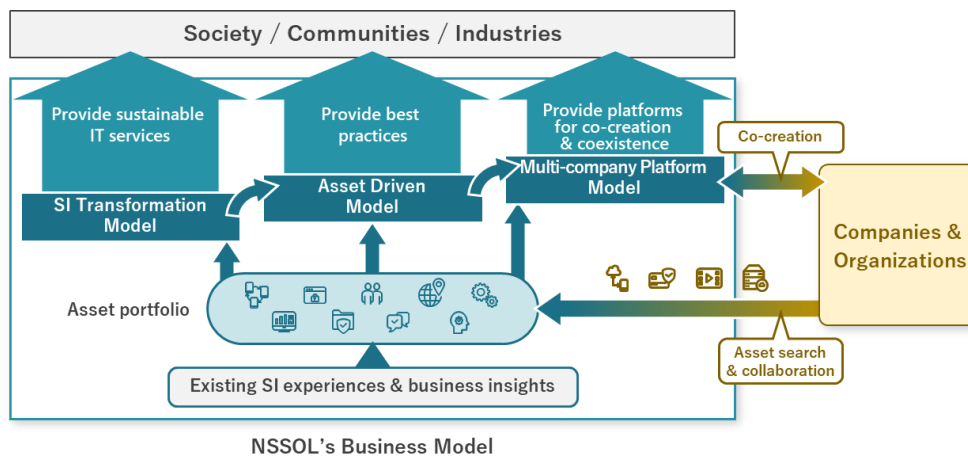
We will strengthen our capabilities through investments in the following areas in order to expand into new areas the range of beneficiaries of the value that we provide: acquiring technologies and developing solutions, human capital, and external growth such as M&A.



(b) Realize diverse methods of providing value

We will convert the business insights and technologies acquired under SI model business into assets and offer new value through three business models.

- Provide sustainable IT services with SI transformation model
- Provide best practices with asset driven model
- Provide platforms for co-creation and coexistence with multi-company platform model



(c) Utilize and strengthen our insights and technological expertise

We will shift to new business models by leveraging and strengthening our insights and technological expertise.



(iv) Target structure

We will strive to achieve the following structure by the early 2030s through top-of-the industry growth.

	Projection for the fiscal year ending March 31, 2025	Target structure
Revenue	330.0 billion yen	Around 500.0 billion yen
Operating profit	36.0 billion yen	Around 100.0 billion yen
Operating profit margin	10.9%	Around 20%
ROE	10.2%	Around 15%

- Over 100.0 billion yen investments for strengthening human resources and solutions development for building assets, among others
- Creating business of the scale of 100.0 billion yen through M&A.
- Further improvement of capital efficiency for enhancing corporate value

(v) The position of our vision and Medium-term Business Plan

The six years up to FY2030 will be split into three-year halves. The first three years will be spent on establishing foundation for growth, and the second three years on accelerating the growth. We will be drawing up FY2027 Medium-term Business Plan covering the first three years during the fiscal year ending March 31, 2025.








c. Promotion of sustainability management

In the promotion of sustainability management, we have organized our value creation process based on our goals to achieve the purpose of our existence in society, and defined five material issues.

The Company’s material issues and main initiatives to address them are as follows:

(Initiatives by material issue)

Materiality	Activities	Relevant SDGs
Solve social issues through IT	<ul style="list-style-type: none"> Contributing to improving operational efficiency through systematization and shifting to IT-based operations in manufacturing industries, and ultimately to measures against the decline in the working population. Contributing to the development and improvement of social infrastructure through systems development for government agencies, financial institutions, public service providers and platformers, etc. Contributing to solving regional issues by supporting local governments in promoting DX and smart cities. Promoting work style reform through digital workplace solutions such as "M3DaaS". Contributing to the improvement of labor productivity through the voluntary resolution of employee concerns and increased employee engagement with the career reflection tool Nayasapo. Contributing to paperless operation through the electronic contract service "CONTRACTHUB". Contributing to ensuring safety in on-site work through IoT Solution "Anzen Mimamori-kun (Safety Watcher)". 	
Provide a stable supply of IT services as social infrastructure	<ul style="list-style-type: none"> Providing robust and efficient IT services applying cloud-native and other advanced technologies. 	
Create opportunities for diverse individuals to play active roles	<ul style="list-style-type: none"> Producing female managers through strategies to train female leaders. Promoting D&I measures for mutual understanding among employees with diverse attributes and characteristics. Promotion of "self-selective" capacity development (development of autonomous training course systems, etc.) Strengthening the activities of the NSSOL Academy (NSSOL's autonomous learning organization) Establishment of an environment that supports diverse and autonomous careers, including an internal job application system, career support system, and dual/secondary employment system. Expanding and enhancing our telecommuting system and reducing overtime hours and encouraging employees to take annual paid leave. Establishing a cycle for improving engagement with the participation of all employees. 	
Reduce environmental impact	<ul style="list-style-type: none"> Continue to support GHG Scope 1+2 reduction targets and support green power deployment. Providing cloud services through highly energy-efficient data centers. 	
Pursue governance and compliance as a trusted member of society	<ul style="list-style-type: none"> Further strengthening of corporate governance as a company with an Audit Committee. Thorough "Global Business Conduct" Strengthening risk management systems 	

(5) Trends in Assets and Income

a. The NSSOL Group

(Millions of yen, unless otherwise specified.)

	41st fiscal year ended March 31, 2021	42nd fiscal year ended March 31, 2022		43rd fiscal year ended March 31, 2023	44th fiscal year ended March 31, 2024 (Fiscal year under review)
	Japanese GAAP	Japanese GAAP	IFRS	IFRS	IFRS
Net sales/Revenue	251,992	270,332	270,332	291,688	310,632
Operating profit	24,549	29,815	29,886	31,738	35,001
Ordinary profit	25,101	30,811	–	–	–
Profit attributable to owners of parent	16,982	19,977	20,521	22,000	24,241
Profit per share/Basic earnings per share (yen)	185.60	218.33	224.27	240.46	264.96
Total assets	272,223	296,790	325,764	319,908	374,637
Net assets/Total equity	186,128	203,429	204,569	207,800	244,783

Notes: 1. The Company started preparing the consolidated financial statements in accordance with IFRS in the 43rd fiscal year. For reference, figures for the 42nd fiscal year are stated in accordance with IFRS as well.
2. The Company has applied the “Accounting Standard for Revenue Recognition” (Accounting Standards Board of Japan (ASBJ) Statement No. 29, March 31, 2020) and other standards from the beginning of the 42nd fiscal year.

b. The Company

(Millions of yen, unless otherwise specified.)

	41st fiscal year ended March 31, 2021	42nd fiscal year ended March 31, 2022	43rd fiscal year ended March 31, 2023	44th fiscal year ended March 31, 2024 (Fiscal year under review)
Net sales	217,362	235,519	253,658	267,440
Operating profit	18,517	23,178	25,296	26,113
Ordinary profit	20,642	25,945	27,165	28,285
Profit	15,292	18,079	21,566	25,660
Profit per share (yen)	167.13	197.59	235.71	280.47
Total assets	262,887	286,431	285,300	326,926
Net assets	154,708	169,124	169,090	202,202

Note: The Company has applied the “Accounting Standard for Revenue Recognition” (ASBJ Statement No. 29, March 31, 2020) and other standards from the beginning of the 42nd fiscal year.

(6) Material Matters Concerning the Parent Company and Subsidiaries

a. Material matters concerning the parent company

(i) Nippon Steel Corporation is the parent company of the Company and owns 58,033,800 shares of the Company (63.4% voting rights).

(ii) Business transactions with the parent company

(a) Particulars of the transactions to be given due consideration so as not to harm the interests of the Company

The parent company entrusts the Company with building internal information systems and with the work of operating and maintaining those systems. Prices and other transaction conditions are reasonably determined with reference to the conditions of contracts with other customers and market prices.

The Company also deposits funds with the parent company based on rational judgment in consideration of market interest rates and other factors.

For material transactions and actions with the parent company, the Company forms a Parent Company Transactions Deliberation Committee, all of whose members are Independent Outside Directors, every time such a transaction or action arises. The committee conducts its deliberations and considerations, and the Board of Directors makes a decision based on the results of those deliberations.

(b) Judgement of the Board of Directors as to whether such transactions may harm the Company's interest or not and the reasons therefor

The Board of Directors has judged that its transactions with the parent company were made under the same conditions as general transactions of the Company and that they do not harm the interests of the Company.

(c) If the judgement of the Board of Directors differs from the opinion of the Outside Directors, such opinion

Not applicable.

b. Material matters concerning subsidiaries

Company name	Head office	Capital (Million yen)	Ownership ratio (%)	Main business
Hokkaido NS Solutions Corporation	Muroran-shi, Hokkaido	80	100.0	Development, operation and maintenance, etc. of information systems
East Japan NS Solutions Corporation	Chuo-ku, Tokyo	98	100.0	Development, operation and maintenance, etc. of information systems
NS Solutions Chubu Corporation	Tokai-shi, Aichi	60	100.0	Development, operation and maintenance, etc. of information systems
NS Solutions Kansai Corporation	Osaka-shi, Osaka	70	100.0	Development, operation and maintenance, etc. of information systems
Kyushu NS Solutions Corporation	Fukuoka-shi, Fukuoka	90	100.0	Development, operation and maintenance, etc. of information systems
NSSLC Service Corporation	Chuo-ku, Tokyo	90	100.0	Operation and maintenance, etc. of information systems
Network Value Components Ltd.	Ota-ku, Tokyo	381	100.0	Sales and maintenance, etc. of network security-related products
NS Financial Management Consulting, Inc.	Minato-ku, Tokyo	45	100.0	Consulting, etc. for financial institutions

Company name	Head office	Capital (Million yen)	Ownership ratio (%)	Main business
Financial Engineering Group, Inc.	Chuo-ku, Tokyo	99	100.0	Consulting, etc. for financial institutions
Act.	Chuo-ku, Tokyo	10	100.0	Various IT-based services, Group company support business, etc.
NCI Systems Integration, Inc.	Nakano-ku, Tokyo	300	51.0	System solution business, etc.
NIPPON STEEL Hitachi Systems Solutions, Inc.	Chuo-ku, Tokyo	250	51.0	System solution business, etc.
NS Solutions (Shanghai) Co., Ltd.	Shanghai, China	5,100,000 USD	93.8	Development, operation and maintenance, etc. of information systems
NS Solutions Asia Pacific Pte. Ltd.	Singapore	400,000 SGD	100.0	Development, operation and maintenance, etc. of information systems
Thai NS Solutions Co., Ltd.	Bangkok, Thailand	120 million THB	100.0	Development, operation and maintenance, etc. of information systems
PT. NSSOL SYSTEMS INDONESIA	Jakarta, Indonesia	2,500,000 USD	100.0	Development, operation and maintenance, etc. of information systems
PT. Sakura System Solutions	Jakarta, Indonesia	5.8 billion Rp	51.1	Development, operation and maintenance, etc. of information systems
NS Solutions USA Corporation	San Mateo, United States	300,000 USD	100.0	Development, operation and maintenance, etc. of information systems, market research, etc.
NS Solutions IT Consulting Europe Ltd.	London, United Kingdom	400,000 GBP	100.0	Development, operation and maintenance, etc. of information systems

- Notes: 1. Calculation of ownership ratios includes indirect holdings through subsidiaries.
2. Hokkaido NS Solutions Corporation, East Japan NS Solutions Corporation, NS Solutions Chubu Corporation, NS Solutions Kansai Corporation, and Kyushu NS Solutions Corporation were renamed to NS Solutions Hokkaido Corporation, NS Solutions East Japan Corporation, NS Solutions Chubu Corporation, NS Solutions Kansai Corporation, and NS Solutions Kyushu Corporation, respectively, effective on April 1, 2024.
3. Effective on April 1, 2024, the Company acquired 1,000 shares (100% of the issued shares) of TEXENG SOLUTIONS CORPORATION and made it a Group company. It was renamed to NS Solutions BizTech Corporation effective on the same day.

(7) Principal Business

	Details of business
Business Solutions	Provide total solutions covering the entire life cycle of IT systems that meet customer needs by leveraging data and digital technology based on the Company's extensive knowledge and experience in the industry and business. For Nippon Steel Corporation, provide total solutions including planning, development, and operational management of various information systems based on digitalization needs, such as production management systems that support complex steel manufacturing processes non-stop. At the same time, horizontally deploy the insight gained to many customers.
Consulting & Digital Service	Provide versatile digital solutions across industries and operations based on precise DX consulting that meet customer needs, in addition to IT infrastructure solutions and IT outsourcing that satisfy mission critical demands. Specifically, provide high-value-added digital services such as the implementation of cloud platforms and digital platforms requiring rigid security, and the provision of AI-driven solutions and advanced data management solutions.

(8) Principal Business Locations

- a. Head office: Minato-ku, Tokyo
- b. Business offices: Hokkaido Regional Office (Muroran-shi, Hokkaido), Chubu Regional Office (Nagoya-shi, Aichi), Kansai Regional Office (Osaka-shi, Osaka), Kyushu Regional Office (Fukuoka-shi, Fukuoka), Systems Research & Development Center (Yokohama-shi, Kanagawa)
- c. Other business offices: Refer to “(6) Material Matters Concerning the Parent Company and Subsidiaries b. Material matters concerning subsidiaries” above.

(9) Employees

Number of employees of the NSSOL Group	Change from the end of the previous fiscal year
7,826 employees	An increase of 368 employees

Note: The number of employees represents the number of employees working in the business. Temporary workers are not included as their total number is less than 10% of the total number of employees.

(10) Major Lenders

Not applicable.

(11) Acts of Reorganization, etc.

Not applicable.

(12) Other Material Matters Regarding the Status of the NSSOL Group

Not applicable.

2. Status of Shares

- (1) Total Number of Shares Authorized to Be Issued 423,992,000 shares
 (2) Total Number of Issued Shares 91,501,000 shares of common stock
 (including 8,544 treasury shares)
 (3) Number of Shareholders 5,160
 (4) Top 10 Shareholders

Name of shareholders	Investment in the Company	
	Number of shares held	Percentage of ownership (%)
Nippon Steel Corporation	58,033,800	63.43
The Master Trust Bank of Japan, Ltd. (trust account)	4,649,200	5.08
JPMorgan Chase Bank 385632 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.)	3,130,544	3.42
Custody Bank of Japan, Ltd. (trust account)	3,075,600	3.36
NS Solutions Employee Stock Ownership Association	2,022,656	2.21
State Street Bank and Trust Company 505001 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.)	1,833,116	2.00
BNP PARIBAS LONDON BRANCH FOR PRIMEBROKERAGE SEGREGATION ACC FOR THIRD PARTY (Standing proxy: Custody Services Department of The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch)	993,900	1.09
MLI FOR CLIENT GENERAL OMNI NON COLLATERAL NON TREATY-PB (Standing proxy: BofA Securities Japan Co., Ltd.)	770,076	0.84
CGML PB CLIENT ACCOUNT/COLLATERAL (Standing proxy: Citibank, N.A., Tokyo Branch)	735,500	0.80
BNYM AS AGT/CLTS 10 PERCENT (Standing proxy: MUFG Bank, Ltd.)	652,745	0.71

Note: Percentage of ownership is calculated based on the total number of shares issued excluding 8,544 treasury shares.

- (5) Shares Delivered to Directors of the Company as Compensation for the Execution of Their Duties during the Fiscal Year Under Review
 The details of the share-based compensation granted during the fiscal year under review are as follows.

	Number of shares	Number of eligible Directors
Directors (excluding Directors who are Audit & Supervisory Committee Members)	4,145 shares	6

Note: The details of the share-based compensation of the Company are as stated in 4. (2) Compensation, etc. for Directors in the Fiscal Year Under Review.

(6) Other Material Matters Regarding Shares

At the Board of Directors' meeting held on April 26, 2024, the Company has resolved to carry out a 2-for-1 stock split of common stock with the record date of June 30, 2024 and effective July 1, 2024 and to change the total number of authorized shares stipulated in Article 6 of the Company's Articles of Incorporation to 732,008,000 shares, effective July 1, 2024.

3. Matters Regarding Share Acquisition Rights

Not applicable.

4. Company Officers

(1) Directors

a. As of March 31, 2024

Name	Position and responsibility	Significant concurrent positions
Kazuhiko Tamaoki	Representative Director & President	
Atsuki Matsumura	Executive Director and Senior Vice President in charge of Manufacturing Industry Digital Transformation Center, Industrial Business System Solutions Units, Steelmaking System Solutions Units, and Technology Bureau	
Masunao Kuroki	Executive Director and Senior Executive Officer in charge of Digital Solution & Consulting Unit, Retail & Service Business System Solutions Units, Financial System Solutions Units, and Sales Planning & Management Bureau	
Tatsuya Endo	Senior Executive Officer in charge of Telecom Solutions Unit and IT Service & Engineering Unit	
Akimi Tojo	Executive Director and Senior Executive Officer in charge of Transformation Center, Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department	
Hiroyuki Morita	Executive Director and Senior Advisor	
Yaichi Aoshima	Executive Director	Director of Institute of Innovation Research, Hitotsubashi University Outside Director of Techpoint, Inc. Outside Director of Human Technologies, Inc.
Ichiro Ishii	Executive Director	Advisor of Deloitte Tohmatsu LLC Outside Director of NOHMI BOSAI LTD. Outside Director of Terra Motors Corporation Representative Director of troisH Co., Ltd.

Name	Position and responsibility	Significant concurrent positions
Rie Horii	Executive Director	Executive Officer, EQ Partners, Inc.
Hiroto Naito	Executive Director	Executive Officer of Nippon Steel Corporation
Masayuki Takahara	Director (Full-time Audit & Supervisory Committee Member)	
Shuichiro Hoshi	Director (Audit & Supervisory Committee Member)	Professor, Faculty of Law of Tokyo Metropolitan University
Kazuhiro Fujita	Director (Audit & Supervisory Committee Member)	Representative Partner of Fujita and Partners Partner of Tokyo Kyodo Accounting Office External Director of DAIHO CORPORATION Supervisory Officer of KENEDIX Private Investment Corporation

- Notes: 1. Directors Mr. Yaichi Aoshima, Mr. Ichiro Ishii, Ms. Rie Horii, Mr. Shuichiro Hoshi, and Mr. Kazuhiro Fujita are Outside Directors.
2. The Company has notified the Tokyo Stock Exchange of the appointment of Directors Mr. Yaichi Aoshima, Mr. Ichiro Ishii, Ms. Rie Horii, Mr. Shuichiro Hoshi, and Mr. Kazuhiro Fujita as independent officers as stipulated by provisions of the Exchange.
3. Director (Audit & Supervisory Committee Member) Mr. Kazuhiro Fujita is a qualified certified public accountant and possesses considerable knowledge of finance and accounting.
4. The Company has appointed Mr. Masayuki Takahara as Full-time Audit & Supervisory Committee Member to ensure the effectiveness of audits.
5. The Company has entered into a limited liability agreement with the Directors (excluding Executive Directors or equivalents) under Article 427, Paragraph 1 of the Companies Act to the effect that any liability for damages owed to the Company by a Director as a result of the Director's neglect of his or her duties is limited to an amount that can be reduced in accordance with Article 425, Paragraph 1 of the Companies Act, if the Director has acted in good faith and without gross negligence in performing his or her duties.
6. The Company has entered into an agreement with each Director to indemnify them for costs set forth in Article 430-2, Paragraph 1 (1) of the Companies Act and losses set forth in Article 430-2, Paragraph 1 (2) to the extent provided for by laws and regulations. This agreement provides that the Company will have no obligation to compensate each Director's costs in the event that the Company pursues each Director's liability (excluding in cases of shareholder litigation) or for costs in the event of the Director's bad faith or gross negligence in performing his or her duties.

b. As of April 1, 2024

The current status of Directors are as follows due to changes in their position and responsibility on April 1, 2024.

Name	Position and responsibility	Significant concurrent positions
Kazuhiko Tamaoki	Representative Director & President	
Atsuki Matsumura	Executive Director and Senior Vice President in charge of Manufacturing Industry Digital Transformation Center, Industrial Business System Solutions Units, and Steelmaking System Solutions Units	
Masunao Kuroki	Executive Director and Senior Executive Officer in charge of Digital Solution & Consulting Unit, Retail & Service Business System Solutions Units, Financial System Solutions Units, and Sales Planning & Management Bureau	
Tatsuya Endo	Executive Director and Senior Executive Officer in charge of Telecom Solutions Unit and IT Service & Engineering Unit	
Akimi Tojo	Executive Director and Senior Executive Officer in charge of Transformation Center, Corporate Administration Bureau, Corporate Planning & Strategic Alliance Department, Accounting & Finance Department, Legal & Intellectual Property Department, Human Resources Bureau, and Internal Control & Audit Department	
Hiroiyuki Morita	Executive Director and Senior Advisor	
Yaichi Aoshima	Executive Director	Professor of Institute of Innovation Research, Hitotsubashi University Outside Director of Techpoint, Inc. Outside Director of Human Technologies, Inc.
Ichiro Ishii	Executive Director	Advisor of Deloitte Tohmatsu Risk Advisory LLC Outside Director of NOHMI BOSAI LTD. Outside Director of Terra Motors Corporation Representative Director of troisH Co., Ltd.
Rie Horii	Executive Director	Executive Officer, EQ Partners, Inc.
Hiroto Naito	Executive Director	Managing Executive Officer of Nippon Steel Corporation Audit & Supervisory Board Member (part time) of Nippon Steel Trading Corporation
Masayuki Takahara	Director (Full-time Audit & Supervisory Committee Member)	

Name	Position and responsibility	Significant concurrent positions
Shuichiro Hoshi	Director (Audit & Supervisory Committee Member)	Professor, Faculty of Law of Tokyo Metropolitan University
Kazuhiro Fujita	Director (Audit & Supervisory Committee Member)	Representative Partner of Fujita and Partners Partner of Tokyo Kyodo Accounting Office External Director of DAIHO CORPORATION Supervisory Officer of KENEDIX Private Investment Corporation

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3. Director (Audit & Supervisory Committee Member) Mr. Kazuhiro Fujita is a qualified certified public accountant and possesses considerable knowledge of finance and accounting.
4. The Company has appointed Mr. Masayuki Takahara as Full-time Audit & Supervisory Committee Member to ensure the effectiveness of audits.
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6. The Company has entered into an agreement with each Director to indemnify them for costs set forth in Article 430-2, Paragraph 1 (1) of the Companies Act and losses set forth in Article 430-2, Paragraph 1 (2) to the extent provided for by laws and regulations. This agreement provides that the Company will have no obligation to compensate each Director's costs in the event that the Company pursues each Director's liability (excluding in cases of shareholder litigation) or for costs in the event of the Director's bad faith or gross negligence in performing his or her duties.

(2) Compensation, etc. for Directors in the Fiscal Year Under Review

a. Total amount of compensation, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members) and Directors who are Audit & Supervisory Committee Members

Category	Total amount of compensation (Million yen)	Total amount of compensation by type (Million yen)			Number of recipients
		Fixed compensation	Performance-linked compensation	Non-monetary compensation	
Directors (excluding Directors who are Audit & Supervisory Committee Members)	281	179	85	16	12
(of which, Outside Directors)	30	30	–	–	4
Directors who are Audit & Supervisory Committee Members	44	44	–	–	4
(of which, Outside Directors)	20	20	–	–	3

b. Matters concerning performance-linked compensation

The performance-linked compensation consists of short-term performance-linked compensation and medium- to long-term performance-linked compensation. The short-term performance-linked compensation is linked to profit attributable to owners of parent for the fiscal year under review and the growth rate of profit attributable to owners of parent compared with that for the previous fiscal year. These indicators are chosen to directly and timely reflect consolidated earnings on executive compensation. The medium- to long-term performance-linked compensation consists of the share-based compensation with restriction on transfer and a medium- to long-term performance-linked monetary compensation corresponding to evaluation of efforts for materiality toward realization of sustainability management.

Profit attributable to owners of parent on a consolidated basis, including that for the fiscal year under review, is as stated in 1. (5) Trends in Assets and Income.

c. Details of non-monetary compensation, etc.

The Company have introduced a plan of share-based compensation with restriction on transfer (hereinafter referred to as the “Plan”) to provide incentives for the Directors to encourage them to make continuous efforts to improve corporate value of the Company as well as to promote further sharing of our values with our shareholders.

The total amount of compensation to be paid to subject Directors for granting shares with restriction on transfer under the Plan will be limited to 25 million yen per year, which is separate from the current limit of compensation for Directors. The total number of common shares of the Company to be issued or disposed of under the Plan is set to be 17,000 shares or less per year.

The overview of the share-based compensation with restriction on transfer paid in the fiscal year under review is as follows. The amount paid in per share was determined to be the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the day of the Board of Directors’ resolution to eliminate arbitrariness from the decision-making process.

Transfer-restricted period

The transfer-restricted period is from the delivery date of the shares with restriction on transfer to the date when the subject Director forfeits position of Director of the Company or any other position specified by the Board of Directors.

The subject Director shall not transfer, pledge, or otherwise dispose of the allotted shares from July 20, 2023 (date of payment) until the date when the subject Director forfeit a position of both Director and Executive Officer of the Company.

Conditions for canceling the transfer restriction

Under the condition that the subject person has continuously been in a position of either Director or Executive Officer of the Company from April 1, 2023 to March 31, 2024 (hereinafter referred to as the “Service Period”), the Company shall cancel the transfer restriction for all of the allotted shares as of the expiration of the transfer-restricted period; provided, however, if said subject person forfeits any position set forth above before the expiration of the Service Period, the number of months from April 2023 to the month including the date of such forfeiture divided by 12 at the time of expiration of the transfer-restricted period (however, if it exceeds 1, it shall be deemed as 1.) multiplied by the number of the allotted shares (however, as a result of the calculation, any fraction below 1 share shall be rounded down) shall be the number of the shares for the restriction to be canceled.

- d. Matters concerning the resolution of the Annual General Meeting of Shareholders regarding compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members) and Directors who are Audit & Supervisory Committee Members

The maximum amount of compensation for the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members) was resolved, at the 41st Annual General Meeting of Shareholders held on June 18, 2021, to be 350 million yen per year (including 35 million yen per year for Outside Directors). At the end of this Annual General Meeting of Shareholders, there will be ten (10) members (including three (3) Outside Directors for the above to be applied to.

In addition, separately from the above compensation limit, it was resolved to introduce a share-based compensation plan with restriction on transfer at the 42nd Annual General Meeting of Shareholders held on June 21, 2022, where Directors excluding Outside Directors (excluding Directors who are Audit & Supervisory Committee Members) shall receive restricted stock compensation. The total amount of compensation to be paid for granting shares with restriction on transfer shall be within 25 million yen per year with the total number of common shares to be issued or disposed of under the Plan being within 17,000 shares per year. At the end of this Annual General Meeting of Shareholders, there will be ten (10) members (including three (3) Outside Directors) for the Plan to be applied to.

It was resolved at the 41st Annual General Meeting of Shareholders held on June 18, 2021 that the amount of monetary compensation for Directors who are Audit & Supervisory Committee Members of the Company shall be within 54 million yen per year. At the time of the conclusion of this Annual General Meeting of Shareholders, the number of members for this to be applied to will be three (3).

- e. Policy for determining the details of compensation, etc. for individual Directors (excluding Directors who are Audit & Supervisory Committee Members)

- (i) Determination method of policy for determining the details of compensation, etc. for individual Directors (excluding Directors who are Audit & Supervisory Committee Members)

The Company has established a policy for determining the details of compensation, etc. for individual Directors (excluding Directors who are Audit & Supervisory Committee Members) (hereinafter “Determination Policy”). Specifically, the Determination Policy is established by resolution of the Board of Directors after deliberation by the HR and Remuneration Committee, consisting of the Representative Director & President (Mr. Kazuhiko Tamaoki), an internal Director (Mr. Akimi Tojo) and three Independent Outside Directors (Mr. Yaichi Aoshima, Mr. Ichiro Ishii, and Ms. Rie Horii), from the perspective of the improvement of transparency and objectivity.

- (ii) Overview of details of Determination Policy

Compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members), excluding Outside Directors, consists of fixed compensation by position that is prescribed in accordance with roles and responsibilities of each Director (excluding Directors who are Audit & Supervisory Committee Members) and a performance-linked compensation.

The performance-linked compensation consists of short-term performance-linked compensation and medium- to long-term performance-linked compensation. The short-term performance-linked compensation is linked to profit attributable to owners of parent for the fiscal year under review and the growth rate of profit attributable to owners of parent compared with that for the previous

fiscal year. The medium- to long-term performance-linked compensation consists of the share-based compensation with restriction on transfer and a medium- to long-term performance-linked monetary compensation corresponding to evaluation of efforts for materiality toward realization of sustainability management. In addition, the actual amount to be paid is calculated in consideration of evaluation by the Representative Director & President concerning performance in areas of which each Director (excluding Directors who are Audit & Supervisory Committee Members) is in charge (within 5% of each amount of compensation by position).

The compensation for Outside Directors (excluding Directors who are Audit & Supervisory Committee Members) is fixed compensation only.

- (iii) Reasons why the Board of Directors judged that the details of compensation, etc. for individual Directors (excluding Directors who are Audit & Supervisory Committee Members) for the fiscal year under review are in line with the Determination Policy

In determining the details of compensation, etc. for individual Directors (excluding Directors who are Audit & Supervisory Committee Members), from the perspective of transparency and objective, the HR and Remuneration Committee, the majority of whose members are Independent Outside Directors, has conducted deliberations, including regarding consistency with the Determination Policy. For this reason, the Board of Directors respects the results of those deliberations and has judged the details of compensation, etc. to be aligned with the Determination Policy.

- f. Policy for determining the details of compensation, etc. for individual Directors who are Audit & Supervisory Committee Members

From the perspective of prioritizing independence and objectivity toward management, compensation for Directors who are Audit & Supervisory Committee Members is fixed compensation, and the amount of compensation for each of Directors who are Audit & Supervisory Committee Members is determined by consultation with Directors who are Audit & Supervisory Committee Members.

- g. Matters concerning delegation of determination of the details of compensation, etc. for individual Directors (excluding Directors who are Audit & Supervisory Committee Members)

For the fiscal year under review, the Board of Directors resolved at a meeting held on June 21, 2023 to delegate the determination of the actual amounts of compensation to be paid to individual Directors (excluding Directors who are Audit & Supervisory Committee Members) to the Representative Director & President, Mr. Kazuhiko Tamaoki. The details of that authority are the determination of specific compensation in consideration of evaluation by Mr. Morita concerning performance (within 5% of each amount of compensation by position), and Mr. Morita is to determine the specific compensation pursuant to that authority. The reason for delegating that authority to Mr. Morita is that the Representative Director & President is the most suitable person to evaluate each Director (excluding Directors who are Audit & Supervisory Committee Members), while taking a broad overview of the entire Company.

(3) Matters Concerning Outside Officers

a. Significant concurrent positions

- Outside Director Mr. Yaichi Aoshima is a faculty member at the Institute of Innovation Research, Hitotsubashi University, an Outside Director of Techpoint, Inc. and an Outside Director of Human Technologies, Inc. The Company has no special relationship with either the Institute of Innovation Research of Hitotsubashi University, Techpoint, Inc. or Human Technologies, Inc.
- Outside Director Mr. Ichiro Ishii is an Advisor of Deloitte Tohmatsu LLC, an Outside Director of NOHMI BOSAI LTD., an Outside Director of Terra Motors Corporation, and a Representative Director of troisH Co., Ltd. The Company has no special relationship with either Deloitte Tohmatsu LLC, NOHMI BOSAI LTD., Terra Motors Corporation, or troisH Co., Ltd.
- Outside Director Ms. Rie Horii is an Executive Officer of EQ Partners, Inc. The Company has no special relationship with EQ Partners, Inc.
- Outside Director (Audit & Supervisory Committee Member) Mr. Shuichiro Hoshi is a faculty member at the Faculty of Law of Tokyo Metropolitan University. The Company has no special relationship with Tokyo Metropolitan University.
- Outside Director (Audit & Supervisory Committee Member) Mr. Kazuhiro Fujita is the Representative Partner of Fujita and Partners, Partner of Tokyo Kyodo Accounting Office, External Director of DAIHO CORPORATION, and Supervisory Officer of KENEDIX Private Investment Corporation. The Company has no special relationship with either Fujita and Partners, Tokyo Kyodo Accounting Office, DAIHO CORPORATION, or KENEDIX Private Investment Corporation.

- b. Relationship with the Company or with a specified associated service provider of the Company
Not applicable.

c. Principal activities

Category	Name	Overview of principal activities and duties performed concerning the roles expected of Outside Directors
Director	Yaichi Aoshima	Mr. Aoshima attended all of the 16 meetings of the Board of Directors held in the fiscal year under review. Leveraging his many years of academic experience as a research expert in the field of management strategy, he has provided useful comments for the management of the Company as required and made efforts in the supervision of the executive management team.
Director	Ichiro Ishii	Mr. Ishii attended all of the 16 meetings of the Board of Directors held in the fiscal year under review. Leveraging his abundant global experience and insight in corporate management, he has provided useful comments for the management of the Company as required and made efforts in the supervision of the executive management team.
Director	Rie Horii	Ms. Ishii attended all of the 13 meetings of the Board of Directors held after she took office as a Director in June 2023. Leveraging her abundant experience and insight in corporate management, marketing and diversity promotion, she has provided useful comments for the management of the Company as required and made efforts in the supervision of the executive management team.
Director (Audit & Supervisory Committee Member)	Shuichiro Hoshi	Mr. Hoshi attended all of the 16 meetings of the Board of Directors and all of the 20 meetings of the Audit & Supervisory Committee held in the fiscal year under review. He has provided useful remarks regarding the Company's management as appropriate utilizing his knowledge and experience over many years as a legal expert.
Director (Audit & Supervisory Committee Member)	Kazuhiro Fujita	Mr. Fujita attended all of the 13 meetings of the Board of Directors and all of the 15 meetings of the Audit & Supervisory Committee held after he took office as a Director in June 2023. He has provided useful remarks regarding the Company's management as appropriate utilizing his abundant global experience and deep knowledge of corporate management, as well as an extensive experience and expertise in finance and accounting as a certified public accountant over many years.

d. Total amount of compensation, etc. received from the Company's parent company or a subsidiary of the Company's parent company

Not applicable.

5. Accounting Auditor

(1) Name of Accounting Auditor

KPMG AZSA LLC (1-2 Tsukudo-cho, Shinjuku-ku, Tokyo)

Note: Some of the Company's consolidated overseas subsidiaries have received audits from audit firms other than the Company's Accounting Auditor.

(2) Accounting Auditor's Compensation, etc.

	Compensation amount
(i) Compensation, etc. as Accounting Auditor for the fiscal year	58 million yen
(ii) Compensation, etc. as Accounting Auditor for the fiscal year under review payable by the Company and its subsidiaries	69 million yen
(iii) Total cash and other financial benefits payable by the Company and its subsidiaries	70 million yen

Notes: 1. The audit agreements between the Company or its subsidiaries and the Accounting Auditor do not distinguish between the amount of Accounting Auditor's compensation, etc. being derived from the audit under the Companies Act and that being derived from the audit under the Financial Instruments and Exchange Act. As it is not practically possible to make such distinction, the amounts in (i) and (ii) include the compensation, etc. derived from the audit under the Financial Instruments and Exchange Act.

2. In addition to obtaining the necessary materials and reports from the Directors, relevant divisions within the Company, and the Accounting Auditor, the Audit & Supervisory Committee has confirmed the status of execution of the audit plan and audits in the previous fiscal year, the details of the audit plan for the fiscal year under review, the appropriateness of the audit framework and audit hours required and the estimates of compensation. As a result of that confirmation, the Committee has determined that the Accounting Auditor's compensation, etc. is of a reasonable level and has agreed to its payment.

(3) Details of Non-audit Services

Not applicable.

(4) Policy on Determination of Dismissal or Non-reappointment of Accounting Auditor

Should there occur an event that would justify the dismissal of the Accounting Auditor or a significant obstacle to the Accounting Auditor's continuation of the audit, the Company's Audit & Supervisory Committee shall consider the dismissal or non-reappointment of the Accounting Auditor and take the necessary action pursuant to the Companies Act.

6. Systems and Policies of the Company

(1) Basic Policy on Internal Control Systems

Based on the NS Solutions Corporate Philosophy, the Company aims to continuously improve our corporate value and become a company that is trusted by society. In addition, to comply with relevant laws and ensure the reliability of its financial reports and the effectiveness and efficiency of its business processes, the Company has established the following internal control system (to ensure the appropriateness of business operations, etc.) and operates them appropriately. The Company also strives to make continuous improvements to those systems from the perspective of the further strengthening of corporate governance.

I. Matters required for the execution of duties by the Audit & Supervisory Committee

a. Matters concerning Directors and employees to assist the Company's Audit & Supervisory Committee in its duties

The Company has established an Audit & Supervisory Committee Office and assigns full-time employees (hereinafter "Staff Members of the Office") to support the duties of the Audit & Supervisory Committee and assist with the smooth execution of those duties. No Directors will be assigned to assist the Audit & Supervisory Committee in its duties.

b. Matters concerning the independence of Staff Members of the Office from other Directors (excluding Directors who are Audit & Supervisory Committee Members) and ensuring the effectiveness of the Audit & Supervisory Committee's direction of the Staff Members of the Office

The Staff Members of the Office shall work full-time for the Office and perform their duties under the direction of the Audit & Supervisory Committee. In addition, regarding the personnel transfer and evaluation, etc. of the Staff Members of the Office, the Director of the Human Resources Bureau shall consult with the Audit & Supervisory Committee in advance to ensure their independence from the executive divisions and the effectiveness of the Audit & Supervisory Committee's direction of the Staff Members of the Office.

c. System for Directors, employees, etc. of the Company and its subsidiaries to report to the Audit & Supervisory Committee

The Company's Directors (excluding Directors who are Audit & Supervisory Committee Members), Executive Officers, division heads, and other employees will report to the Audit & Supervisory Committee either directly or through the relevant department of the Company, such as the Internal Control & Audit Department, in a timely and appropriate manner in accordance with laws and regulations or the rules of the Company, on the status of the execution of duties, the status of the development and operation of internal control systems (including the status of the operation of internal whistleblowing systems; the same shall apply hereinafter), major accidents and incidents, and other matters related to risk management. They will also report on other material management issues to the Board of Directors, Corporate Management Committee, Internal Control Committee, and others, and share information with the Audit & Supervisory Committee.

In addition, the directors, corporate auditors, employees, etc. of Group companies of the Company will report to the Audit & Supervisory Committee either directly or through the relevant department of the Company, such as the Internal Control & Audit Department, in a timely and appropriate manner in accordance with laws and regulations or the rules of the Company, etc., on the status of the execution of duties by each Group company, the status of the development and operation of internal control systems, major accidents and incidents, and other matters related to risk management.

- d. Systems to ensure that persons making reports referred to in the preceding section will not be treated unfavorably for having made such reports

Under the rules, etc. concerning internal whistleblowing, the Company will not treat unfavorably any person who has made a report as stated in the preceding section to the Audit & Supervisory Committee for having made such a report.

- e. Matters concerning policies for the handling of expenses, etc. incurred for the execution of duties by Audit & Supervisory Committee Members

The Company will record in its budget such expenses recognized as necessary for the execution of duties by Audit & Supervisory Committee Members and will handle any requests for reimbursement of such expenses made by Audit & Supervisory Committee Members appropriately in accordance with the provisions of the Companies Act.

- f. Other systems for ensuring that audits by the Audit & Supervisory Committee are conducted effectively

The Director of the Internal Control & Audit Department of the Company will strive to coordinate closely with the Audit & Supervisory Committee, including meeting with the Committee on a regular basis and at other times as deemed necessary to exchange opinions on the status of the operation of the internal control systems and other matters. In addition, the Company will strive to develop an environment that enables the Committee to conduct audits in an organized and efficient manner.

- II. Systems to ensure that execution of duties by the Company's Directors complies with laws and regulations and the Articles of Incorporation and other systems to ensure the appropriateness of the business operations of the corporate group consisting of the Company and its subsidiaries

- a. Systems to ensure that the execution of duties by the Company's Directors complies with laws and regulations and the Articles of Incorporation

The Board of Directors will make decisions or receive reports about important matters of management under the Rules of the Board of Directors and other rules.

Pursuant to decisions of the Board of Directors, Directors who execute business operations (hereinafter "Executive Directors") will perform their duties according to the business operations respectively assigned to them, supervise employees' execution of their duties, and report on the status of such supervision to the Board of Directors.

All relations with anti-social forces and organizations that threaten the order and safety of civic society are banned, and any unreasonable demands will be met with a resolute response.

- b. Systems for the preservation and management of information pertaining to the execution of duties by the Company's Directors

Various types of information pertaining to the execution of duties, including minutes of Board of Directors meetings, will be preserved and managed appropriately by the relevant department in charge of such management upon the establishment of preservation and management methods and the determination of that department in charge according to the degree of importance of the information, pursuant to internal rules that are in compliance with laws and regulations and the Articles of Incorporation.

In addition, the Company will strive to make timely and appropriate disclosures of material corporate information, including management plans and financial information, in accordance with methods provided in laws and regulations, etc.

c. Rules and other systems concerning the loss-related risk management of the Company

The heads of each division will identify and assess risks associated with business in their respective divisions based on a risk assessment checklist and conduct risk control appropriate to the characteristics of each risk. They will also establish operational rules with regulations, manuals, etc. for the execution of business operations. The Internal Control & Audit Department and the functional units will monitor the status of compliance with these rules and manuals to ascertain and assess the status of risk management in each division and provide advice and guidance.

In the event of an incident or situation that would have a significant impact on business management, a crisis response headquarters will be established, with the President as its director, to respond as necessary to minimize the damage, impact and other effects on the Company.

d. Systems to ensure efficiency in the execution of duties by the Company's Directors

The Board of Directors will make decisions on important executive matters, including management plans, business strategies, capital expenditure, and investment and loans, in accordance with the Rules of the Board of Directors, after such matters are deliberated in the respective company-wide deliberation bodies and the Corporate Management Committee.

Business operations based on decisions of the Board of Directors, etc. will be executed by the individual Executive Directors, Executive Officers, and heads of individual divisions, etc.

e. Systems to ensure that the execution of duties by the Company's employees complies with laws and regulations and the Articles of Incorporation

The Company will build and develop internal control systems based on autonomous internal control.

In addition to developing autonomous internal control systems for their respective divisions, the heads of each division will strive to ensure thorough compliance with laws, regulations, and rules, to prevent violations of laws and regulations relating to business operations. Furthermore, they will develop and enhance educational systems for employees, including holding regular workshops regarding compliance with laws, regulations, and rules and producing and distributing manuals. If they become aware of any acts or facts that may constitute a violation of laws and regulations, they will report it to the Director of the Internal Control & Audit Department without delay.

The Director of the Internal Control & Audit Department will confirm the status of development and operation of internal control systems across the entire Group, identify and evaluate the status of compliance with laws, regulations, and rules in each division, and take the necessary measures, such as measures to prevent violations of laws and regulations, etc. Furthermore, in addition to reporting these details to the Internal Control Committee, the Director of the Internal Control & Audit Department will report any material matters to the Corporate Management Committee and the Board of Directors. An internal whistleblowing system will also be established and operated to provide consultation and take reports regarding risks in the execution of business operations.

Employees are obligated to comply with laws, regulations, and rules and to perform their duties appropriately. Any employees who violate applicable laws and regulations, etc. will be subjected to strict punishment in accordance with the provisions of the Rules of Employment, etc.

f. Systems to ensure the appropriateness of business operations by the corporate group consisting of the Company and its parent company and subsidiaries

The Company and each of its subsidiaries will share business strategies and manage their business in a unified manner as a group under the NS Solutions Corporate Philosophy and thoroughly familiarize their employees with business operation policies and other related matters. The Company will set forth basic rules for the control of Group companies in the Rules for Control of Group Companies and work to ensure their appropriate application.

Group companies will build and develop internal control systems based on autonomous internal control and take various steps to enhance their measures related to internal control, including sharing information with the Company. Each responsible division will confirm the status of internal controls at each Group company and, where necessary, provide assistance in their improvement. For matters at and above a certain level of importance, including material matters that would have a significant impact on Group management, the responsible divisions will require each Group company to consult with and report to them in advance. They will also receive regular reports from the directors of each Group company regarding the execution of business operations, important management issues, and other matters in an effort to understand the status of each company, and take any necessary actions in response.

The Director of the Internal Control & Audit Department will coordinate with the individual functional units to understand and evaluate the status of internal control of the Group as a whole, as well as providing guidance and advice to the individual responsible divisions and individual Group companies.

To ensure the appropriateness of the Company's business operations, as a member of the Nippon Steel Group, the Company shares the Nippon Steel Group's corporate philosophy and will conduct appropriate business operations, ensuring the independence of its management activities as a listed company. The terms and conditions of contracts and transactions with the Company's parent company will be decided in a reasonable manner in accordance with laws and regulations.

(2) Operating Status of Internal Control Systems

- a. Systems to ensure that the execution of duties by the Company's Directors complies with laws and regulations and the Articles of Incorporation and systems to ensure that the execution of duties by the Company's employees complies with laws and regulations and the Articles of Incorporation

The framework of the internal control systems of the Company is that, under the Basic Rules for Internal Control and on the basis of autonomous internal control activities at the responsibility of division heads, the Internal Control & Audit Department proposes basic policies for internal control systems, compiles the internal control activity plans developed by the individual divisions, formulates company-wide internal control plans, and pursues activities for the maintenance and improvement of internal controls, while the functional units set forth, maintain, and manage (including their improvement) company-wide rules and monitor the status of their implementation and compliance by individual divisions. The Internal Audit Group in the Internal Control & Audit Department then confirms and evaluates the status and results of such monitoring by conducting audits.

In FY2023, the individual divisions promoted risk management activities linked to the medium-term and annual business plans while repeating the internal control PDCA, aiming to stably operate and firmly establish the internal control PDCA that has been built so far. The medium-term business plan features material risks to be prioritized and concrete countermeasures that the individual divisions selected upon identifying and assessing all their risks based on the status of accidents and incidents that arose. The individual divisions conduct self-monitoring using checklists, and refer to monitoring by individual functional units, internal audits by the Internal Control & Audit Department and employee awareness surveys to develop and confirm the operational status of the internal control system.

The Internal Audit Group conducts internal audits of all Business Divisions, Common Departments, and subsidiaries in Japan and of overseas subsidiaries.

The Internal Control Committee, chaired by the President, deliberates on matters related to the maintenance and strengthening of internal control systems overall, including the evaluation of the implementation of internal control plans and internal control activities, and oversees the continuous improvement of internal control activities. In addition to the Internal Control Committee meetings, meetings of general managers in charge of internal control are regularly held to share information regarding internal control with divisions within the Company and with subsidiaries and to thoroughly familiarize them with policies for responding to individual risks.

The Board of Directors also confirms the status of the construction and implementation of internal control systems each fiscal year.

- b. Systems for the preservation and management of information pertaining to the execution of duties by the Company's Directors

The Company appropriately manages the minutes of Board of Directors meetings and Corporate Management Committee meetings and other records in accordance with laws and regulations and internal rules.

- c. Rules and other systems concerning the loss-related risk management of the Company

Under the Basic Rules for Internal Control, the foundation of the Company's risk management is to recognize risks in the pursuit of business by each division and implement risk controls regarding the various risks inherent across the whole of its business activities. The functional units monitor the status of implementation and compliance by individual divisions. Through these activities, the Company strives for the continuous improvement of risk management activities.

Under the Risk Management Rules, in the event of a situation that would have a serious impact on management, a crisis response headquarters will be convened, headed by the President, and necessary actions will be taken.

The Company also conducts response training that envisages the occurrence of a serious incident and initial response and action training that envisages the occurrence of a large-scale earthquake, based on the disaster response regulations.

- d. Systems to ensure efficiency in the execution of duties by the Company's Directors

The Board of Directors met 16 times and the Corporate Management Committee met 33 times in FY2023 to decide on important management matters under the Rules for Approval Authority.

- e. Systems to ensure the appropriateness of business operations by the corporate group consisting of the Company and its parent company and subsidiaries

For material transactions and actions with the parent company, the Company forms a Parent Company Transactions Deliberation Committee, all of whose members are Independent Outside Directors, every time such a transaction or action arises. The committee conducts its deliberations and considerations, and the Board of Directors makes a decision based on the results of those deliberations.

In addition, the committee deliberates and confirms the results of transactions with the parent company for the full fiscal year and reports its evaluation to the Board of Directors each fiscal year, and the Board of Directors judges whether those transactions will harm the interests of the Company.

Regarding subsidiaries, under the Rules for Control of Group Companies, important matters are deliberated on and approved by either the Company's Board of Directors or the Corporate Management Committee.

- f. Matters concerning employees who will assist the Company's Audit & Supervisory Committee in its duties in the event of a request by the Committee for the assignment of such employees

The Company has established an Audit & Supervisory Committee Office and assigned full-time employees who are assisting the Audit & Supervisory Committee in its duties. Those employees are independent from the execution of business operations and comply only with the directions and orders of the Audit & Supervisory Committee.

- g. Matters concerning the independence from the Directors of the employees in the preceding section

Personnel transfers and evaluations of those employees are conducted upon prior consultation with the Audit & Supervisory Committee.

- h. Systems for reporting to the Audit & Supervisory Committee by the Company's Directors and employees

Prior briefings are given to the Audit & Supervisory Committee regarding important matters for decision and other matters. The relevant divisions report to the Audit & Supervisory Committee where necessary regarding various issues related to business operations.

Regarding the details of reports made to the whistleblowing contact desk (helpline), the overviews of such reports and the particulars of actions taken in response are reported to the Audit & Supervisory Committee.

- i. Systems for reporting to the Audit & Supervisory Committee by the directors, corporate auditors, and employees of subsidiaries

Prior briefings are given to the Audit & Supervisory Committee regarding important matters for decision-making and other matters. The relevant divisions, such as the General Administration Department, report to the Audit & Supervisory Committee where necessary regarding various issues related to the business operations of subsidiaries.

- j. Systems to ensure that persons making reports to the Audit & Supervisory Committee will not be treated unfavorably for having made such reports

Under the Helpline Operation Rules, no person who makes a report to the Audit & Supervisory Committee has been treated unfavorably for having made such reports. Information about the internal whistleblowing system is communicated to employees through company newsletters and other means.

- k. Matters concerning policies for the advance payment and procedures for reimbursement of expenses, etc. incurred in the execution of duties by Audit & Supervisory Committee Members and other handling of expenses or liabilities incurred in the execution of those duties

The Company appropriately records expenses that will be incurred in the execution of duties by Audit & Supervisory Committee Members in the budget at the beginning of the fiscal year. For expenses paid on an urgent or extraordinary basis, the Company accommodates subsequent requests for reimbursement made by Audit & Supervisory Committee Members.

- l. Other systems to ensure that audits by the Audit & Supervisory Committee are conducted effectively

Audit & Supervisory Committee Members attend meetings of the Corporate Management Committee as well as the Board of Directors meetings, share business strategies and management issues, and audit the status of the execution of duties by the Directors.

Outside Director meetings are also held between the Outside Directors and the Audit & Supervisory Committee, where members exchange opinions about the status of the Company's audits and other matters with the Outside Directors.

(3) Policy Concerning Decisions on Distribution of Surplus, Etc.

The Company believes in the importance of maintaining and strengthening its competitiveness into the future and enhancing its corporate value. Regarding the allocation of profit, the Company's basic policy is to ensure appropriate and stable dividends to shareholders and the retention of internal reserves for business growth and to prepare for business risks. Regarding dividends, the Company places importance on return of profits in accordance with consolidated business performance and aims for a consolidated payout ratio of 30%

The Company sets forth in its Articles of Incorporation regarding the frequency of dividends of surplus that March 31, September 30, and other dates stipulated by the Board of Directors will be the record dates and, regarding the decision-making body for dividends, that the Board of Directors may set forth matters

provided in each item of Article 459, Paragraph 1 of the Companies Act concerning the repurchase of company shares, decreases in the amount of reserves, and the distribution of surplus.

For the distribution of surplus with a record date of the last day of the fiscal year under review (March 31, 2024), the Company will issue a dividend of 45.0 yen per share, an increase of 5.0 yen on its most recent dividend forecast. As a dividend of 40.0 yen per share was issued for the distribution of surplus with a record date of September 30, 2023, the annual total dividend will be 85.0 yen. This is an increase of 10 yen compared with the previous fiscal year (FY2022).

At the Board of Directors' meeting held on April 26, 2024, the Company has resolved to change its consolidated payout ratio from the current 30% to 50%, reflecting its aim to make more aggressive shareholder returns. The Company plans to issue a total annual dividend of 67.0 yen per share for the distribution of surplus in the next fiscal year.

(Note) At the Board of Directors' meeting held on April 26, 2024, the Company resolved to carry out a 2-for-1 stock split of common stock effective on July 1, 2024. The annual dividends per share for the fiscal year ending March 31, 2025 (forecast) are based on the amount taking into consideration the stock split. Annual dividends per share for the fiscal year ending March 31, 2025 (forecast) without taking the stock split into account would be 134.0 yen.

Monetary amounts, numbers of shares, and other figures in this report have been rounded down to the stated unit.
Ratios have been rounded up or down to the nearest stated unit.

Consolidated Statement of Financial Position
(as of March 31, 2024)

(Millions of yen)

ASSETS		LIABILITIES	
Item	Amount	Item	Amount
Current assets:	228,258	Current liabilities:	81,237
Cash and cash equivalents	103,975	Trade and other payables	23,263
Trade and other receivables	67,767	Contract liabilities	24,523
Contract assets	18,162	Lease liabilities	6,936
Inventories	25,176	Other financial liabilities	819
Other financial assets	1,555	Income taxes payable	7,857
Other current assets	11,620	Provisions	1,080
Non-current assets:	146,379	Other current liabilities	16,756
Property, plant and equipment	16,901	Non-current liabilities:	48,615
Right-of-use assets	34,801	Lease liabilities	27,855
Goodwill	2,923	Other financial liabilities	104
Intangible assets	3,847	Retirement benefit liability	4,732
Investments accounted for using equity method	212	Provisions	2,870
Other financial assets	83,597	Deferred tax liabilities	8,943
Deferred tax assets	3,969	Other non-current liabilities	4,108
Other non-current assets	124	Total liabilities	129,853
		EQUITY	
		Equity attributable to owners of parent	236,829
		Share capital	12,952
		Capital surplus	9,953
		Retained earnings	174,625
		Treasury shares	(32)
		Other components of equity	39,330
		Non-controlling interests	7,954
		Total equity	244,783
Total assets	374,637	Total liabilities and equity	374,637

Note: Amounts less than one million yen are rounded down.

Consolidated Statement of Profit or Loss
(From April 1, 2023 to March 31, 2024)

(Millions of yen)

Item	Amount	
Revenue		310,632
Cost of sales		(238,790)
Gross profit		71,841
Selling, general and administrative expenses	(36,634)	
Share of profit (loss) of investments accounted for using equity method	31	
Other income	253	
Other expenses	(491)	
Operating profit		35,001
Finance income	692	
Finance costs	(256)	
Profit before tax		35,437
Income tax expense	(10,280)	
Profit		25,157
Profit attributable to:		
Owners of parent		24,241
Non-controlling interests		915

Note: Amounts less than one million yen are rounded down.

Non-consolidated Balance Sheet
(as of March 31, 2024)

(Millions of yen)

ASSETS		LIABILITIES	
Item	Amount	Item	Amount
Current assets:	214,445	Current liabilities:	109,101
Cash and deposits	2,813	Accounts payable - trade	18,108
Deposits paid	96,131	Lease obligations	1,258
Notes receivable - trade	376	Accounts payable - other	4,774
Accounts receivable - trade	58,684	Income taxes payable	5,774
Contract assets	17,885	Accrued consumption taxes	3,179
Securities	1,000	Contract liabilities	23,249
Advance payments	10,378	Deposits received	44,154
Work in process	24,590	Asset retirement obligations	237
Raw materials and supplies	50	Provision for bonuses	7,487
Prepaid expenses	789	Provision for loss on order received	443
Accounts receivable - other	1,007	Allowance for program product warranty	161
Current portion of long-term loans receivable from subsidiaries and associates	500	Provision for loss on business withdrawal	271
Other	237	Other	1
Allowance for doubtful accounts	(0)	Non-current liabilities:	15,623
Non-current assets:	112,481	Lease obligations	416
Property, plant and equipment	16,838	Provision for retirement benefits	239
Buildings	7,122	Provision for loss on business withdrawal	62
Structures	23	Asset retirement obligations	2,604
Tools, furniture and fixtures	5,876	Deferred tax liabilities	9,373
Land	2,398	Other	2,926
Leased assets	937	Total liabilities	124,724
Construction in progress	480	NET ASSETS	
Other	0	Shareholders' equity:	164,081
Intangible assets	4,323	Share capital	12,952
Software	3,860	Capital surplus	9,953
Leased assets	462	Legal capital surplus	9,950
Other	0	Other capital surplus	2
Investments and other assets	91,319	Retained earnings	141,207
Investment securities	76,070	Legal retained earnings	163
Shares of subsidiaries and associates	9,441	Other retained earnings	141,044
Investments in capital of subsidiaries and associates	444	Retained earnings brought forward	141,044
Long-term prepaid expenses	23	Treasury shares	(32)
Guarantee deposits	5,252	Valuation and translation adjustments	38,120
Other	119	Valuation difference on available-for-sale securities	38,120
Allowance for doubtful accounts	(32)	Total net assets	202,202
Total assets	326,926	Total liabilities and net assets	326,926

Note: Amounts less than one million yen are rounded down.

Non-consolidated Statement of Income
(From April 1, 2023 to March 31, 2024)

(Millions of yen)

Item	Amount	
Net sales		267,440
Cost of sales		213,349
Gross profit		54,091
Selling, general and administrative expenses		27,978
Operating profit		26,113
Non-operating income:		
Interest and dividend income	2,713	
Interest income on securities	26	
Foreign exchange gains	10	
Other	109	2,859
Non-operating expenses:		
Interest expenses	56	
Loss on retirement of non-current assets	100	
Provision for loss on business withdrawal	142	
Impairment losses	177	
Loss on investments in investment partnerships	127	
Loss on liquidation of subsidiaries and associates	69	
Other	14	687
Ordinary profit		28,285
Extraordinary income:		
Gain on sale of investment securities	6,718	6,718
Profit before income taxes:		35,003
Income taxes - current	10,008	
Income taxes - deferred	(665)	9,343
Profit		25,660

Note: Amounts less than one million yen are rounded down.

Report of Accounting Auditor on Consolidated Financial Statements

[English Translation of the Auditors' Report Originally Issued in the Japanese Language]

Independent Auditor's Report

May 17, 2024

To the Board of Directors
NS Solutions Corporation

KPMG AZSA LLC

Tokyo Office

Yu Kohno

Designated Limited Liability Partner

Engagement Partner

Certified Public Accountant

Yoshimasa Hamada

Designated Limited Liability Partner

Engagement Partner

Certified Public Accountant

Audit Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of changes in equity and the notes to the consolidated financial statements of NS Solutions Corporation (the "Company") for the fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the above consolidated financial statements present fairly, in all material respects, the financial position and results of operations of the corporate group, which consists of the Company and its consolidated subsidiaries, for the period covered by the consolidated financial statements in accordance with the accounting principles prescribed in the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting, which omits certain disclosure items required under the designated International Financial Reporting Standards.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is as stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and we have fulfilled other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The Audit & Supervisory Committee is responsible for overseeing the Directors' execution of their duties with regard to the design and operation of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read through the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the accounting principles prescribed in the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting, which omits certain disclosure items required under the designated International Financial Reporting Standards. This includes designing and operating such internal controls as management determines are necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to a going concern when it is required to do so in accordance with the accounting principles prescribed in the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting, which omits certain disclosure items required under the designated International Financial Reporting Standards.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

The auditor makes professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and performs the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal controls relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a

going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or in the event that the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue an opinion with an exceptive item on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.

- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with the accounting principles prescribed in the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting, which omits certain disclosure items required under the designated International Financial Reporting Standards, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal controls identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan regarding independence as well as matters that are reasonably considered to have an impact on the auditor's independence, any measures to eliminate threats or any safeguards applied to reduce the threats to an acceptable level.

Interest

Our firm and engagement partners have no interests in the Company or its consolidated subsidiaries requiring disclosure under the provisions of the Certified Public Accountants Act.

Report of Accounting Auditor on Non-Consolidated Financial Statements

[English Translation of the Auditors' Report Originally Issued in the Japanese Language]

Independent Auditor's Report

May 17, 2024

To the Board of Directors
NS Solutions Corporation

KPMG AZSA LLC

Tokyo Office

Yu Kohno

Designated Limited Liability Partner

Engagement Partner

Certified Public Accountant

Yoshimasa Hamada

Designated Limited Liability Partner

Engagement Partner

Certified Public Accountant

Audit Opinion

Pursuant to Article 436, Paragraph 2, item (i) of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity and the notes to the non-consolidated financial statements, and the accompanying supplementary schedules (hereinafter "non-consolidated financial statements, etc.") of NS Solutions Corporation (the "Company") for the 44th fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2024 and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is as stated in "Auditor's Responsibility for the Audit of the Non-Consolidated Financial Statements, Etc." We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and we have fulfilled other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The Audit & Supervisory Committee is responsible for overseeing the Directors' execution of their duties with regard to the design and operation of the reporting process for the other information.

Our opinion on the non-consolidated financial statements, etc. does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, etc., our responsibility is to read through the other information and, in doing so, consider whether the other information is materially

inconsistent with the non-consolidated financial statements, etc. or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Non-Consolidated Financial Statements, Etc.

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan. This includes designing and operating such internal controls as management determines are necessary to enable the preparation and fair presentation of the non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. in accordance with the premise of a going concern, and for disclosing matters relating to a going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Non-Consolidated Financial Statements, Etc.

Our responsibility is to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the non-consolidated financial statements, etc. from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the non-consolidated financial statements, etc.

The auditor makes professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and performs the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal controls relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the non-consolidated financial statements, etc. is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the non-consolidated financial statements, etc. on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the non-consolidated financial statements, etc. in the audit report, or in the event that the notes to the non-consolidated financial statements, etc. pertaining to the significant uncertainty are inappropriate, issue an opinion with an exceptive item on the non-consolidated financial statements, etc. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.

- Besides assessing whether the presentation of and notes to the non-consolidated financial statements, etc. are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the non-consolidated financial statements, etc. including related notes, and whether the non-consolidated financial statements, etc. fairly present the transactions and accounting events on which they are based.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal controls identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan regarding independence as well as matters that are reasonably considered to have an impact on the auditor's independence, any measures to eliminate threats or any safeguards applied to reduce the threats to an acceptable level.

Interest

Our firm and engagement partners have no interests in the Company requiring disclosure under the provisions of the Certified Public Accountants Act.

Report of Audit & Supervisory Committee

[English Translation of the Audit & Supervisory Committee Members' Report Originally Issued in the Japanese Language]

Audit Report

The Audit & Supervisory Committee has audited the execution of duties by Directors of NS Solutions Corporation for the 44th fiscal year from April 1, 2023 to March 31, 2024. The Audit & Supervisory Committee hereby reports the method and result of its audit as follows:

1. Auditing Method and Details Thereof

The Audit & Supervisory Committee received regular reports from the Directors, employees and other relevant personnel on the details of the resolutions of the Board of Directors concerning matters listed in Article 399-13, Paragraph 1, item (i) (b) and (c) of the Companies Act and the status of establishment and operation of the frameworks designed based on such resolutions (internal control system), sought explanations as necessary, expressed opinions thereon, and conducted an audit in the following manner.

- i. In accordance with the audit plan (including auditing policy) established by the Audit & Supervisory Committee and the assignment of duties, etc., in cooperation with the division in charge of internal control of the Company, attended important meetings, received reports from Directors, employees and other relevant personnel regarding the status of execution of their duties, sought explanations as necessary, inspected important approval documents and other documents, and examined the operations and financial position of head office and the main business locations. The Audit & Supervisory Committee endeavored to keep communication and shared information with the directors, corporate auditors and other related personnel of the subsidiaries, and received reports from the subsidiaries regarding their businesses, as necessary.
- ii. As for the matters to be given due consideration under Article 118, item (v) (a) of the Regulations for Enforcement of the Companies Act and the judgement and reasons under item (v) (b) of those Regulations as described in the Business Report, the Audit & Supervisory Committee examined their contents based on discussions at the meetings of Board of Directors and other relevant meetings.
- iii. The Audit & Supervisory Committee monitored and verified whether the Accounting Auditor maintained its independence and carried out its audits correctly, received reports from the Accounting Auditor regarding the execution of its duties, and requested explanations, as necessary. In addition, the Audit & Supervisory Committee received notification from the Accounting Auditor that the “systems for ensuring that the execution of the duties of financial auditor is being carried out correctly” (matters set forth in each item of Article 131 of the Regulations on Corporate Accounting) had been established in accordance with the “Quality Control Standards for Audits” (Business Accounting Council) and other relevant standards, and requested explanations as necessary.

Based on the above methodology, the Audit & Supervisory Committee examined the business report and its accompanying supplementary schedules, non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in equity, and notes to non-consolidated financial statements) and related supplementary schedules, as well as the consolidated financial statements (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of changes in equity and notes to consolidated financial statements) pertaining to the fiscal year under review.

2. Results of Audit

(1) Results of audit of Business Report and other relevant documents

- a. In our opinion, the Business Report and its supplementary schedules accurately present the conditions of the Company in accordance with applicable laws and regulations and the Articles of Incorporation.
- b. We found no evidence of inappropriate conduct concerning the execution of duties by the Directors nor material facts in violation of laws and regulations or the Articles of Incorporation.
- c. In our opinion, the contents of the resolutions of the Board of Directors related to internal control systems are fair and reasonable. In addition, we have found no matters worthy of note regarding the descriptions in the Business Report and the Directors' execution of their duties regarding such internal control systems.
- d. With respect to transactions with the parent company and other relevant entities stated in the Business Report, we have found no matters worthy of note regarding particulars to be given due consideration so as not to harm the interests of the Company in undertaking the transactions or regarding the judgment of the Board of Directors related to whether or not the transaction harms the interests of the Company and the reasons therefor.

(2) Results of audit of non-consolidated financial statements and the supplementary schedules

In our opinion, the method and the results of the audit used and conducted by KPMG AZSA LLC, the Accounting Auditor, are fair and reasonable.

(3) Results of audit of consolidated financial statements

In our opinion, the method and the results of the audit used and conducted by KPMG AZSA LLC, the Accounting Auditor, are fair and reasonable.

May 20, 2024

The Audit & Supervisory Committee of NS Solutions Corporation

Audit & Supervisory Committee Member (full-time)	Masayuki Takahara (Seal)
Audit & Supervisory Committee Member	Shuichiro Hoshi (Seal)
Audit & Supervisory Committee Member	Kazuhiro Fujita (Seal)

(Note) Audit & Supervisory Committee Members Shuichiro Hoshi and Kazuhiro Fujita are Outside Directors as stipulated in Article 2, item (xv) and Article 331, Paragraph 6 of the Companies Act.