

# **Reference Materials**

## **for the 2<sup>nd</sup> Quarter of Fiscal Year Ending December 31, 2021**

August 2021

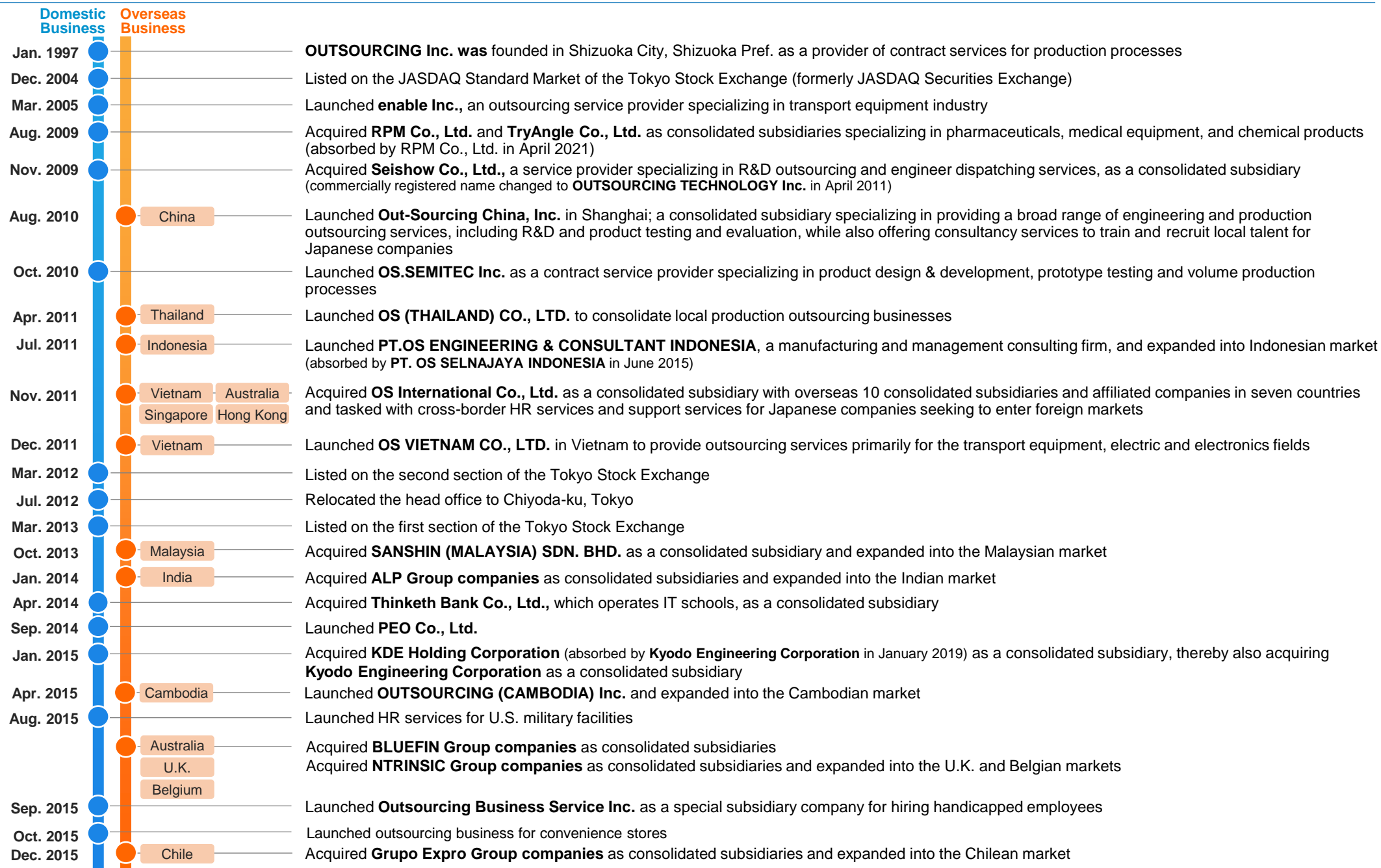
**OUTSOURCING Inc.**  
Securities Code: 2427/TSE 1<sup>st</sup> Section

## Contents

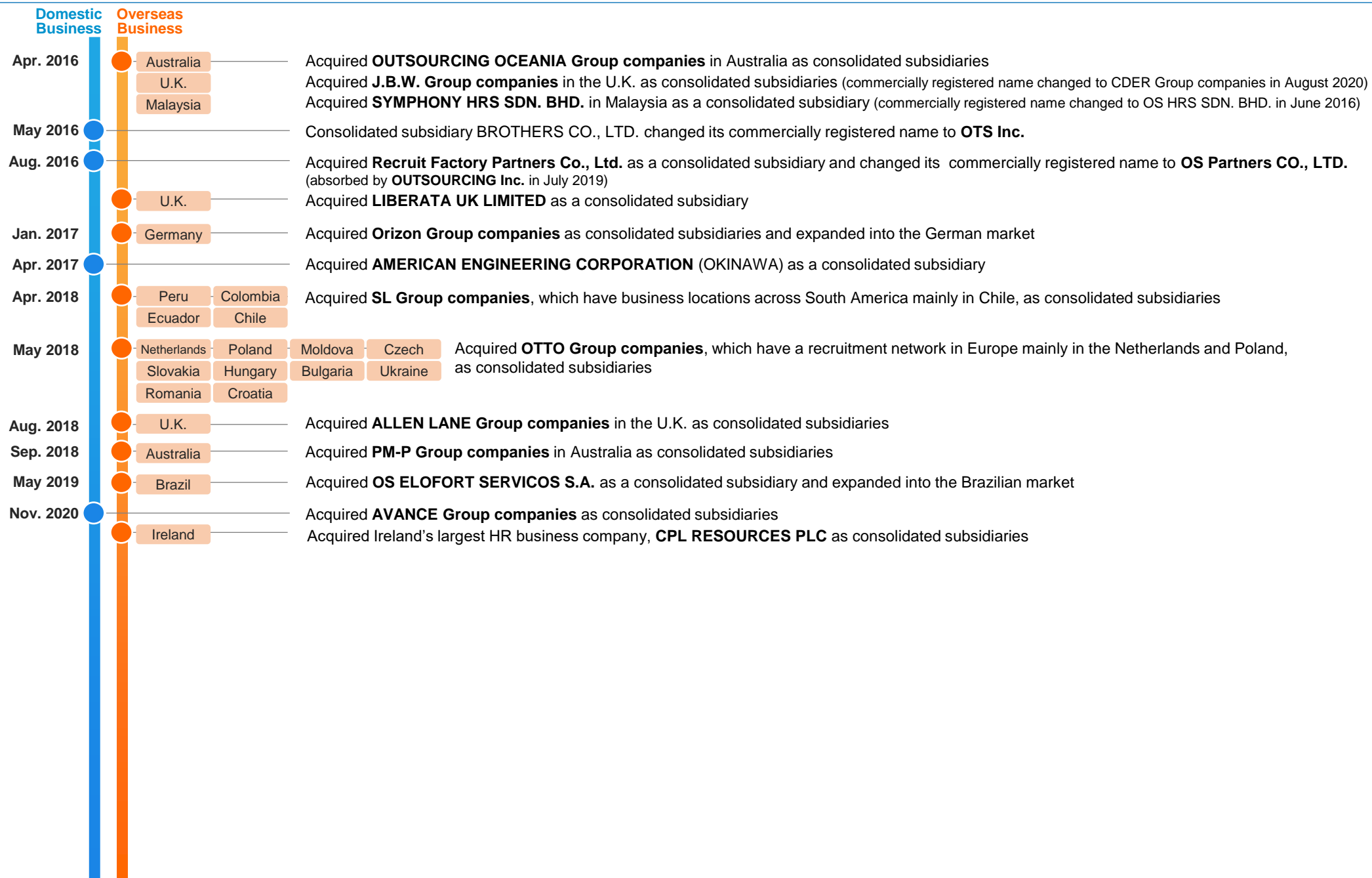
---

- P. 3      OUTSOURCING Group Expansion Corporate History
- P. 5      Medium-Term Management Plan VISION 2024: Change the GAME
- P. 8      Information by Operating Segment
- P. 22     Environment Surrounding Domestic HR Services Industry and Our Business Opportunities
- P. 29     Strengthening Group Governance
- P. 32     International Financial Reporting Standards (IFRS)

# OUTSOURCING Group Expansion Corporate History (1)



# OUTSOURCING Group Expansion Corporate History (2)

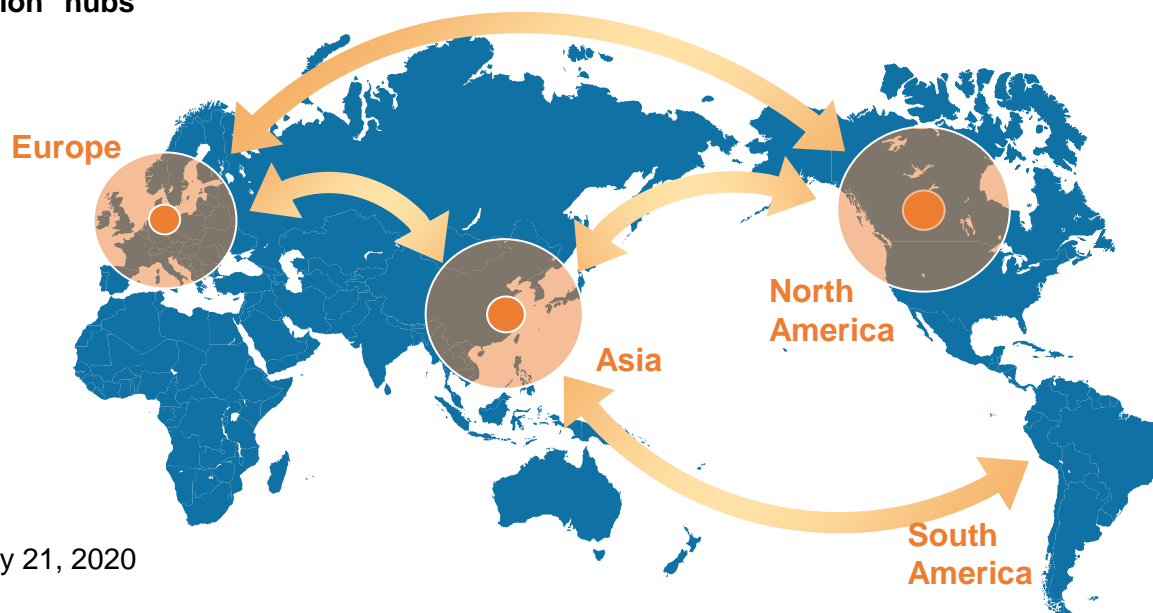




The OUTSOURCING Group aims to become a game changer\* in the HR business amid changing legislations and shifting KPIs. Through platform creation, we will transform our business structure in order to expand our fee-based business

\* game changer = a person or thing that causes a major transformation or changes the status quo

**Build a global HR mobilization network that adapts to changes in the economy and the operating environment, centered on the three major regions that serve as HR mobilization "hubs"**



Leverage our Group's scale of business, with our 86,000\* employees (approx.) at 199\* companies in 34 countries and regions around the world

\* As of December 2019

(Note) Announced on February 21, 2020

# Medium-Term Management Plan VISION 2024: Change the GAME (2)

- **Medium-Term Management Plan VISION 2024 (FY12/20-FY12/24) IFRS**



- **VISION 2024: Priority Measures**

**Strategy I** **Expand Support Services for Foreign Workers**

- Shift from the current strategy, which targets technical intern trainees, to a broader strategy that targets all resident foreigners

Domestic Manufacturing Outsourcing Business    Domestic Service Operations Outsourcing Business

Overseas Service Operations Outsourcing Business

**Strategy II** **Expand Support Services for Foreign Workers**

- Shift from the current engineer dispatching market to an extremely large market with a high unit price
- Through an alliance strategy, we will maintain a low-burden management while acquiring cutting-edge technologies that are needed to boost efficiency

Domestic Engineering Outsourcing Business    Overseas Engineering Outsourcing Business

**Strategy III** **Expand Support Services for Foreign Workers**

- Expand our business in U.S. military facilities, which is relatively unsusceptible to economic fluctuations
- Globally expand the public works and e-commerce distribution-related businesses, which are relatively unaffected by economic fluctuations

Domestic Service Operations Outsourcing Business    Overseas Service Operations Outsourcing Business

Overseas Engineering Outsourcing Business

**Strategy IV** **Turn the Growing Worldwide Population into an Opportunity by Establishing a Global HR Mobilization Network**

- Take advantage of the supply/demand gap between countries with shrinking populations and labor shortages, and countries with growing populations and labor surpluses
- Build a hub-centered global HR mobilization network that adapts to changes in the economy and the operating environment

Entire Group

**Strategy V** **Build a WBB\* Platform to Break Away from Business That Relies on a Stock of Human Resources**

- The need to establish a fee-based business model to achieve sustainable growth

\* WBB = "WORKING" Beyond Borders

Entire Group

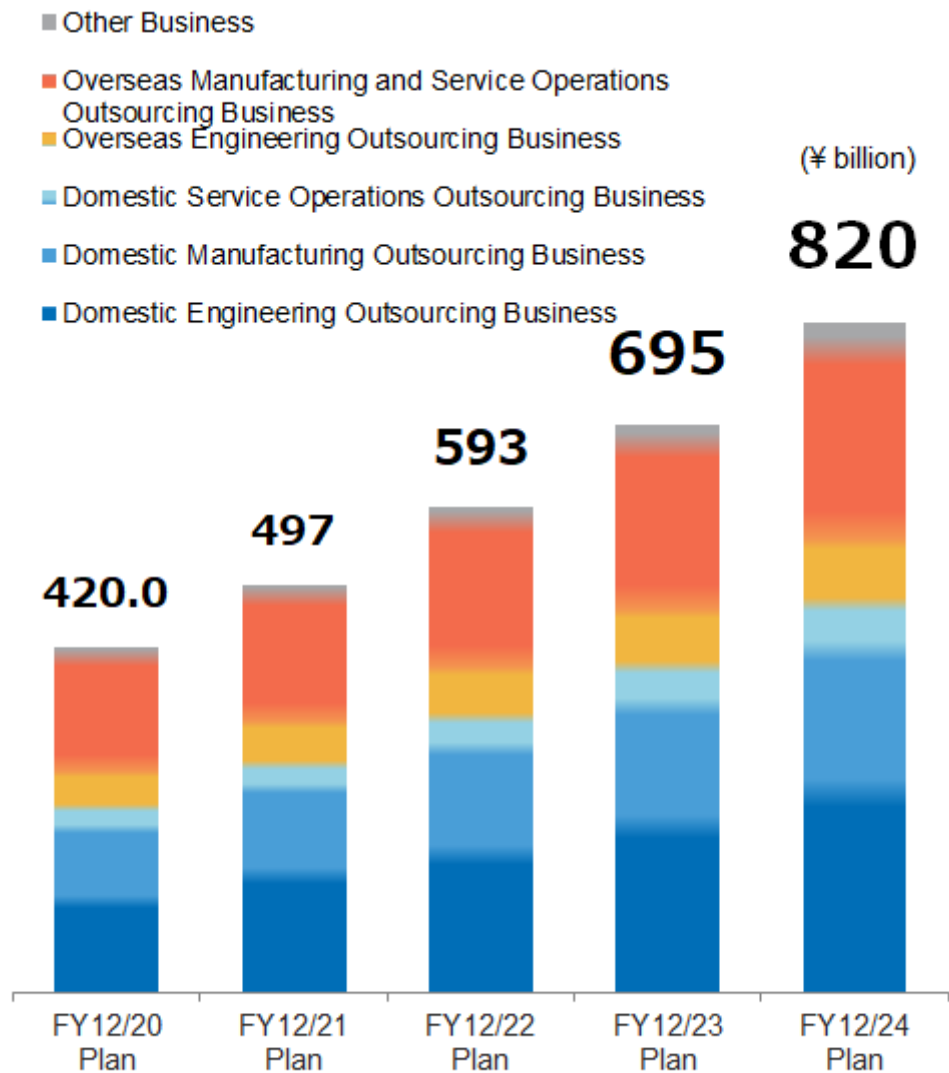
**Strategy VI** **Pursue Financial Strategies**

- ROE of 25% or higher, Shareholders' equity ratio of 30% or higher, Payout ratio of 30% or higher

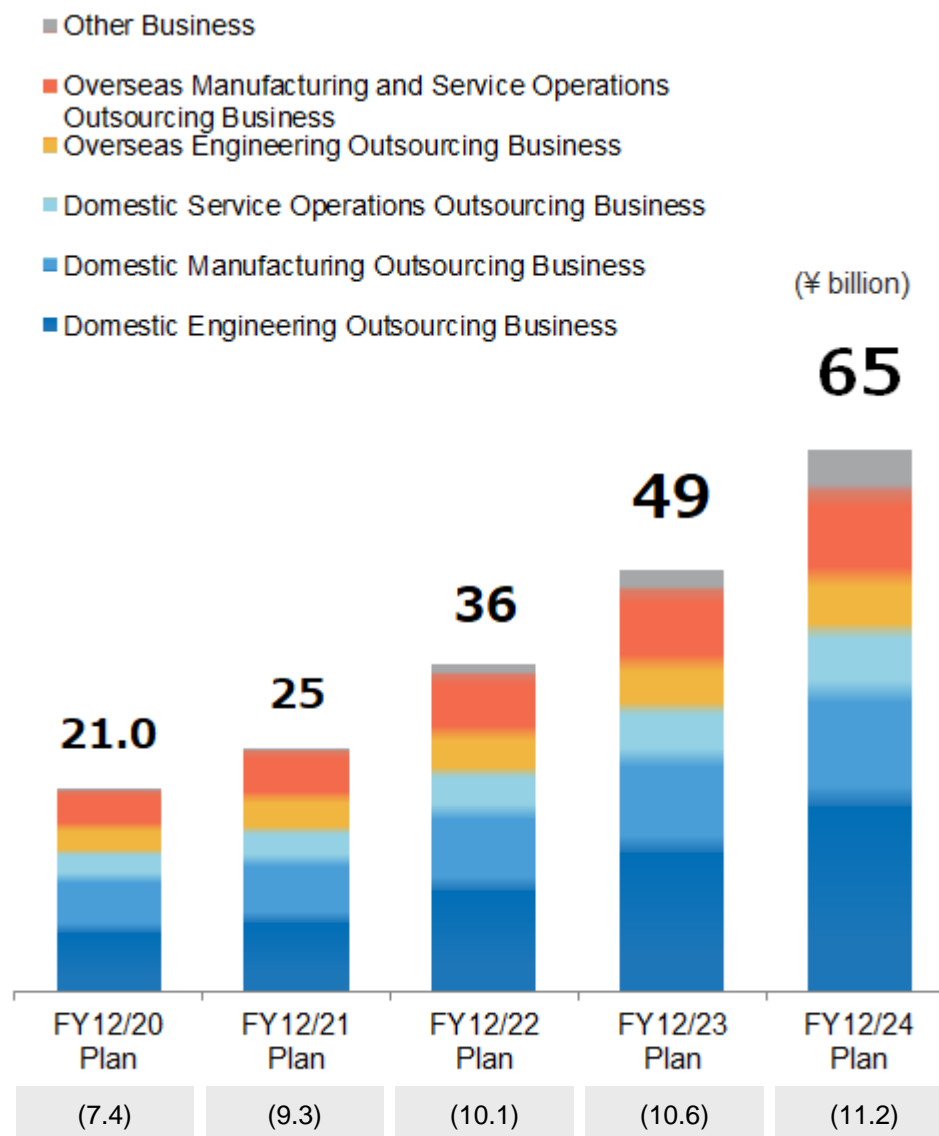
Entire Group

# Medium-Term Management Plan VISION 2024: Change the GAME (3)

## ● Revenue Plan by Operating Segment (2021-2024)



## ● Operating Profit Plan by Operating Segment (2021-2024)



Note: Since budgets are set for the whole and not for each individual segment, the operating profit adjustments are not reflected in the graph for each segment but are reflected in the total operating profit

## Information by Operating Segment (1)

## ● Industry Environment of Domestic Engineering Outsourcing Business

## Environment

- Demand for IT engineers, etc. continues to expand to respond to technological innovation and to apply those new technologies in society
- Demand for the adoption of AI and RPA that originated from the office work at various companies facing the shortage of qualified labor has spread to other fields including engineering and logistics. Such demand continues to expand, as companies are taking measures to improve productivity
- COVID-19 countermeasures are permeating all companies, and demand for engineers and the shift to RPA going forward are expected to trend robustly for both manufacturers' R&D fields and non-manufacturing companies.
- Due to the revision of the dispatch law, etc., the business environment is harsh for HR service providers specializing in a specific field and smaller providers that are difficult to adapt

## Our Response

- The KEN School scheme trains and places engineers in high-demand fields
- We accelerate and further develop our Dispatch 2.0 strategy to capture demand for DX (digital transformation) across the industries
- While advancing into various industries and segments, we work on creating a framework that maintains the level of utilization rate by leveraging KEN School's online training programs, and promoting M&A etc. of other HR service providers that cannot adapt



## Information by Operating Segment (2)

- Business Scheme of Domestic Engineering Outsourcing Business
  - **The KEN School scheme is responding to the shortage of engineers due to depopulation, the issue arising from the change in social structure**

Technological innovation continues every day in various industrial fields, and amidst the chronic shortage of engineers due to the social structure, we maintain growth by securing engineers through the KEN School scheme.

KEN School has established a system where inexperienced workers are recruited, trained through education programs in various industrial fields, and assigned as engineers. Upon being assigned, they are given opportunities to change and improve their career according to the environment and the wishes of the individual.

Today's younger generation tends to be less willing to make various sacrifices to become employed at a well-known company. They are shifting towards a preference for companies where they can pursue their calling in life rather than aim for a high name value.

- Expand recruitment utilizing our advantages such as schemes established through KEN School

## Information by Operating Segment (3)

- Business Scheme of Domestic Engineering Outsourcing Business

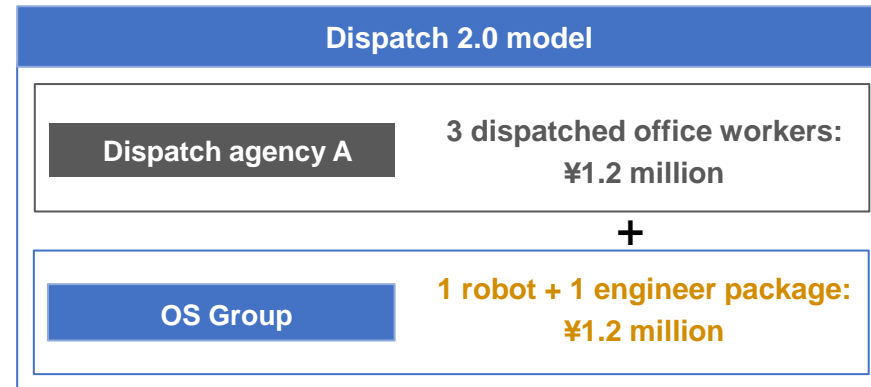
- Increase operating efficiency and save manpower through “Dispatch 2.0,” a business model which combines engineers and technology

Shift from the current engineer dispatching market to an overwhelmingly large market with a higher unit price

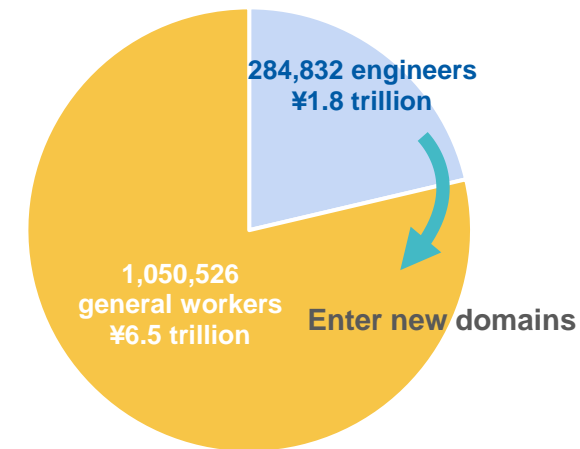
**We provide engineers and advanced technologies such as RPA and AI as a package to support the improvement of efficiency, including actual operations**



Promote “Dispatch 2.0” model



Source : Ministry of Health, Labor and Welfare  
Calculated from the “Status of Worker Dispatch Business as of June 1, 2018”



- Introducing 10 dispatched employees from dispatch agency A for office work = ¥4 million / month
- Introduced a robot and an operation engineer from the OS Group = ¥1.2 million / month
- Reduced the number of dispatched employees of dispatch agency A to 3 due to the improvement of operational efficiency = ¥1.2 million / month

**Total cost reduction : ¥2.4 million / month ⇒ ¥1.6 million / month**

## Information by Operating Segment (4)

### ● Business Scheme of Domestic Engineering Outsourcing Business

- **Increase operating efficiency and save manpower through “Dispatch 2.0,” a business model which combines engineers and technology**

Acquire advanced technologies needed to boost efficiency while maintaining a low-burden management through strategic alliances

#### Strategy of alliance building to acquire advanced technologies in multiple industries

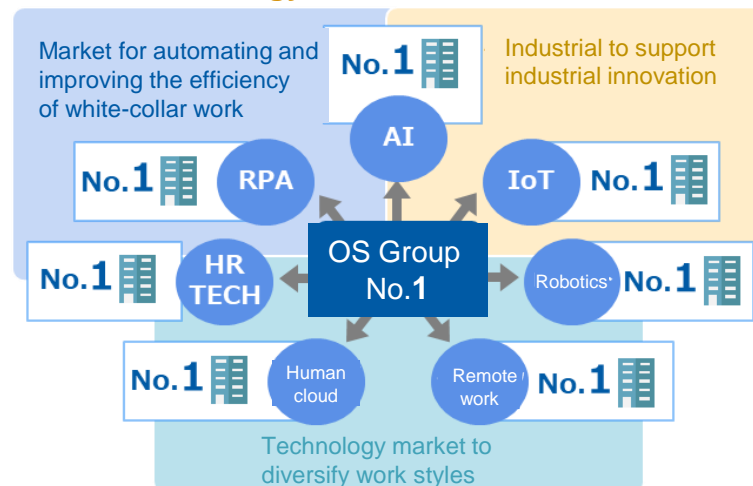
- The technology element of “Dispatch 2.0” calls for proficiency in advanced technologies in a variety of fields; such technology development is difficult for a single company to achieve
- By joining forces with companies that possess advanced technologies and solutions, the OS Group aims to provide them with the Group’s engineers that are necessary for the development and deployment of new technologies
- Advanced-level engineers have higher unit prices than standard engineers

#### The likelihood of the general dispatching domain to be automated is high

- Operations in non-technical domains are easier to automate
- Global market for general workers is worth approximately ¥25 trillion

Boost earnings by transitioning from the engineer dispatching market to the “Dispatch 2.0” model and by increasing the number of alliances

#### ● Alliance strategy



#### ● Engineer dispatch and Dispatch 2.0 targets for FY12/24

	No. of engineers / operations
Existing business	34,500 persons
Dispatch 2.0	4,500 operations

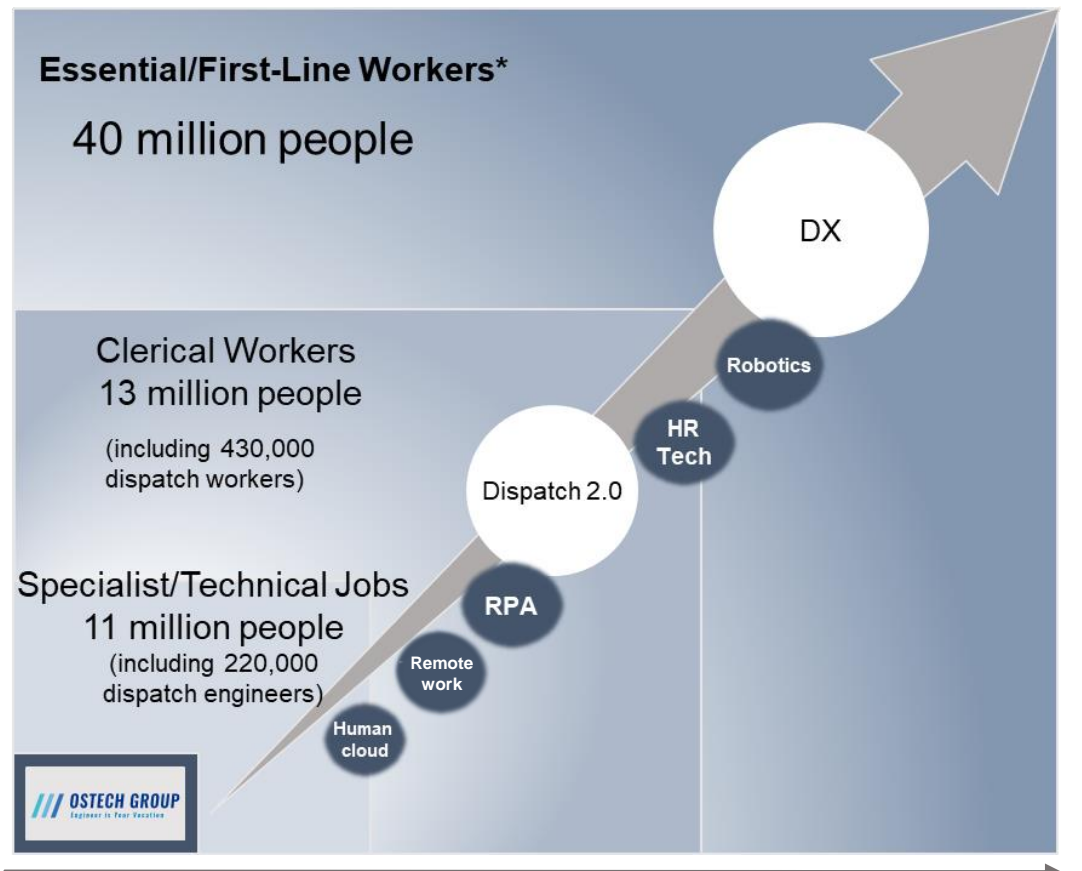
\*Dispatch 2.0 = All human resources, robots, and software work classified as “operation”

# Information by Operating Segment (5)

- Business Scheme of Domestic Engineering Outsourcing Business

- Expand the high-value-added innovation support scheme provided by “Dispatch 2.0” in a much broader market

**Total domestic workforce: 64 million workers**  
(including 60 million corporate hires)



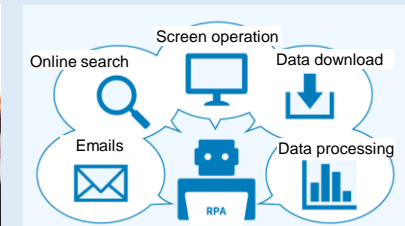
## Examples of services for DX market



Readily secure HR needs by reducing the amount of human-involved work through the use of robot transporters and AR



Reduce store staff at convenience stores and other retailers by adopting unmanned cash registers, displaying image analysis, using sensors, and other tools

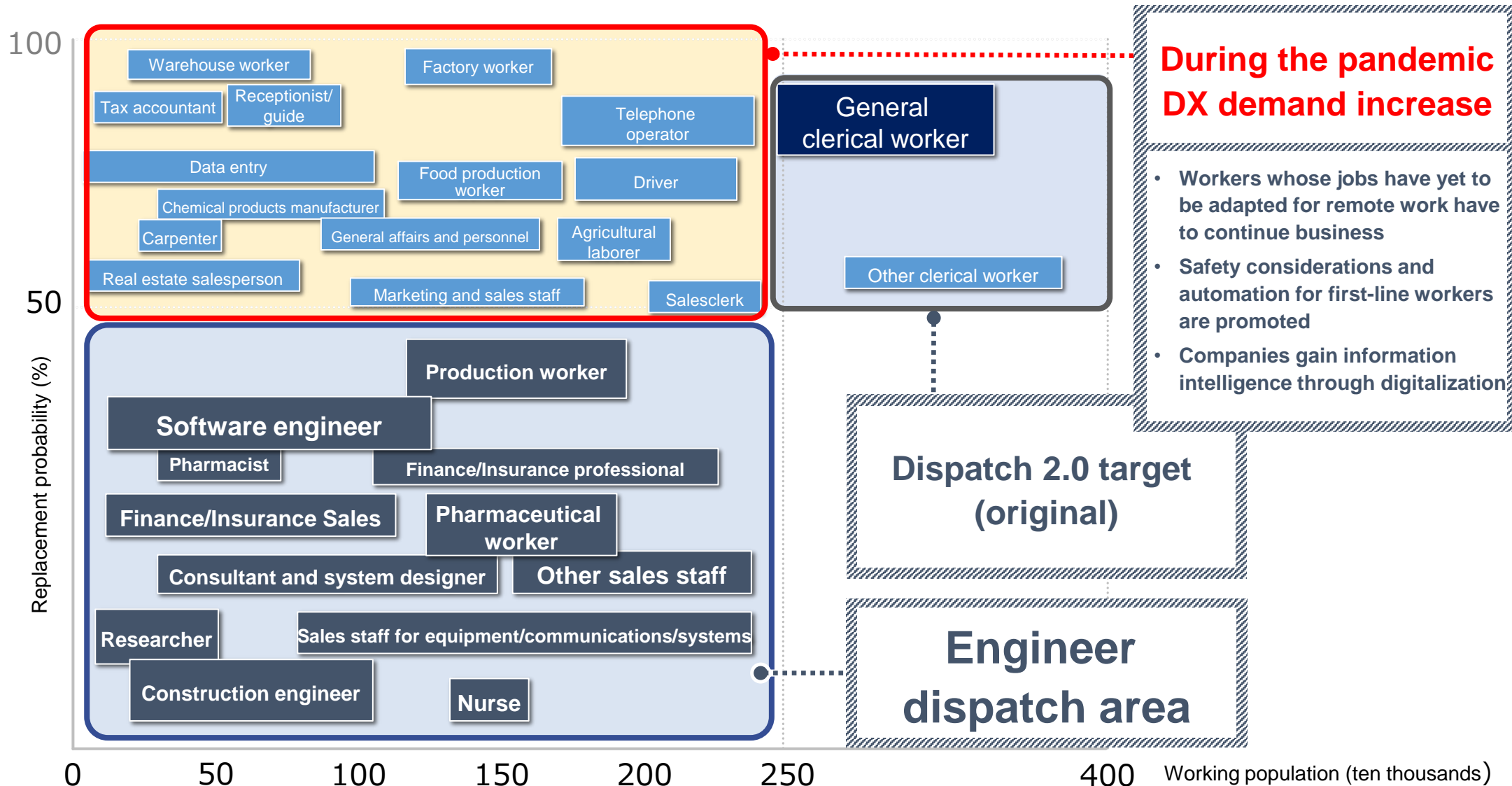


Solve an HR shortage mainly by using software robots to perform routine back-office tasks

\* First-line workers: Refers to people who work “onsite” in such fields as manufacturing, construction, healthcare, a term mainly used by Microsoft

## Information by Operating Segment (6)

- Business Scheme of Domestic Engineering Outsourcing Business
  - In addition to the original target of “Dispatch 2.0,” we are working to capture the growing DX demand for first-line workers



# Information by Operating Segment (7)

## ● Business Scheme of Domestic Manufacturing Outsourcing Business

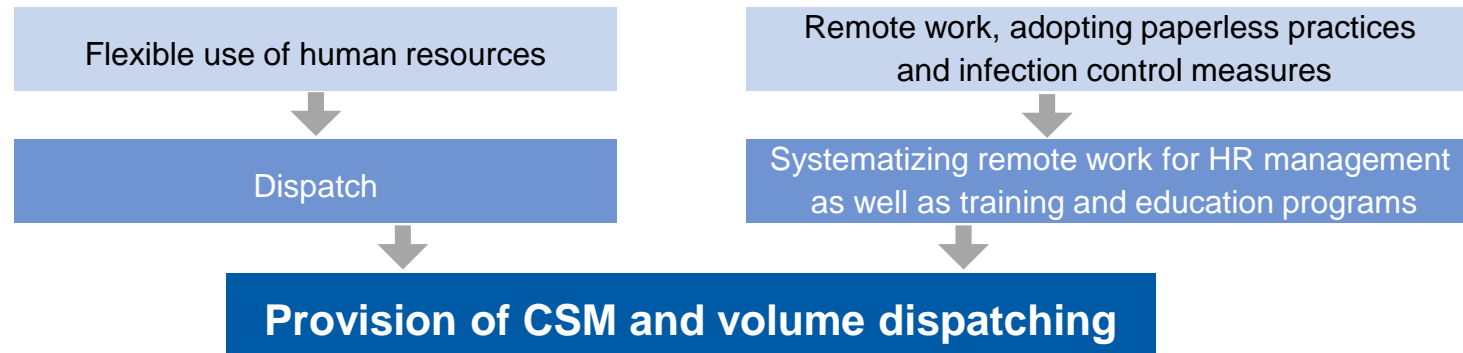
### ● Provision of Dispatched Employee Management System “CSM”

CSM (Cloud Staffing Management) is a system that resolves complicated work for clients

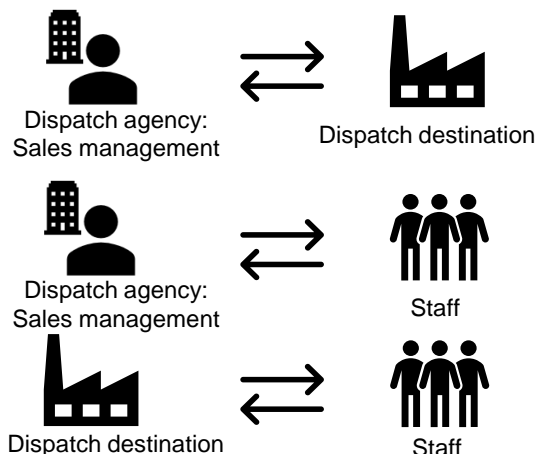
#### ■ Impact of the pandemic on the manufacturing sector

Despite signs of a production recovery primarily in the automobile industry, personnel and manufacturing divisions in manufacturing companies have had to respond to challenges they had never experienced, from remote work to setting up protocols for infection controls onsite. In addition, establishing a flexible production system is required on the premise that the pandemic will continue

#### ▶ Our proposal



#### ▶ Solving issues by CSM



Existing challenges	Support by CSM
<ul style="list-style-type: none"> <li>• Status of staff is not visualized</li> <li>• Systems to respond to frequent inquiries and requests remain analog (not computerized)</li> <li>• Invisible management costs incurred</li> </ul>	<ul style="list-style-type: none"> <li>• Sharing information on staff work attendance</li> <li>• Staff evaluation system</li> <li>• Digitization of contract documents/invoices</li> <li>• Dispatch inquiry notification</li> </ul>
<ul style="list-style-type: none"> <li>• Communication must be conveyed to each individual</li> <li>• Requests are not well organized and forgotten</li> <li>• Required information is not available when needed</li> </ul>	<ul style="list-style-type: none"> <li>• Staff bulletin board</li> <li>• Digitization of staff information</li> <li>• Systematization of paid-leave management</li> </ul>
<ul style="list-style-type: none"> <li>• Procedures to evaluate dispatched employees are time-consuming</li> <li>• Difficulties in sharing analog information</li> </ul>	<ul style="list-style-type: none"> <li>• Staff evaluation system (at dispatch destination)</li> <li>• Staff bulletin board (at dispatch destination)</li> </ul>

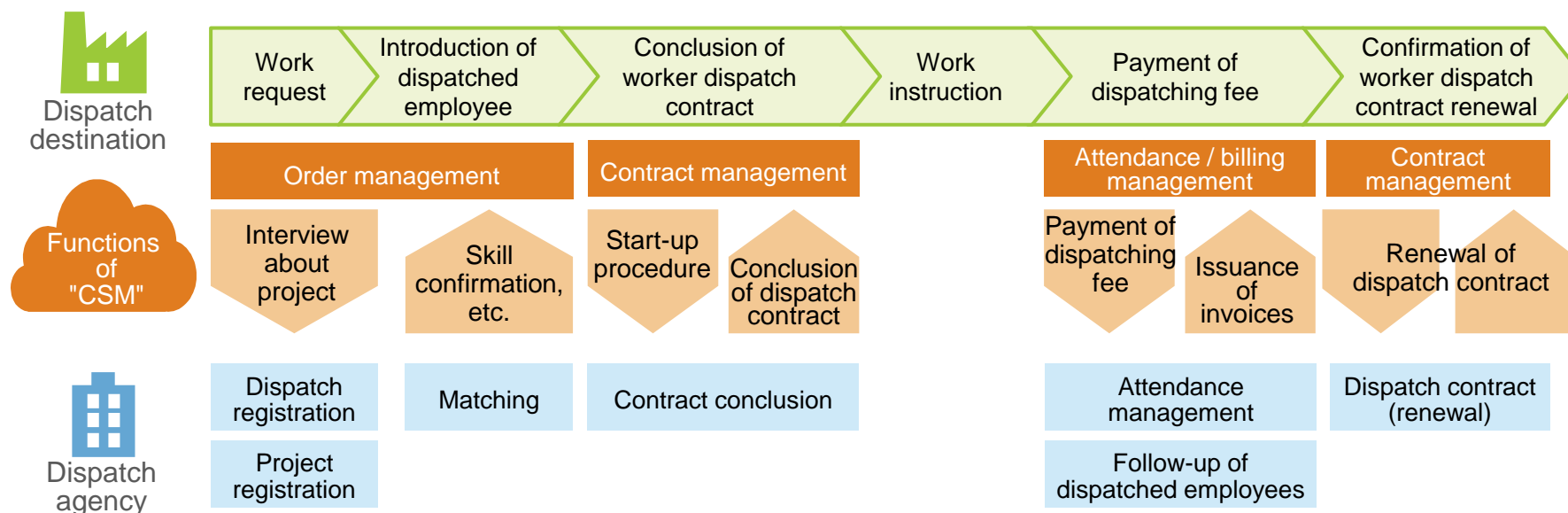
## Information by Operating Segment (8)

### ● Business Scheme of Domestic Manufacturing Outsourcing Business

#### ● Provision of Dispatched Employee Management System “CSM”

**Functions of "CSM"** ■ CSM is a system that can centrally manage various procedures in the dispatch business on the cloud.

\* CSM can be used for ordering, dispatch contracts, attendance management, invoicing, and staff evaluation.



### Benefits from the introduction of “CSM”

#### For dispatch destination

- Reduction of contact time with dispatch agencies
- Visualization of contract status
- Overtime management alert

#### For both

- Reduction of document storage space
- Improved searchability of contract documents
- Visualization of attendance

#### For dispatch agency

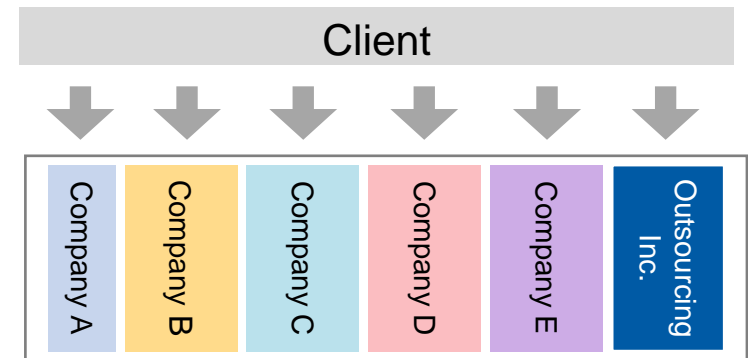
- Reduced time required to prepare contracts
- Cost reduction such as postage charge
- Shortening lead time until employment agreement

## Information by Operating Segment (9)

- Business Scheme of Domestic Manufacturing Outsourcing Business
  - Provision of Dispatched Employee Management System “CSM”

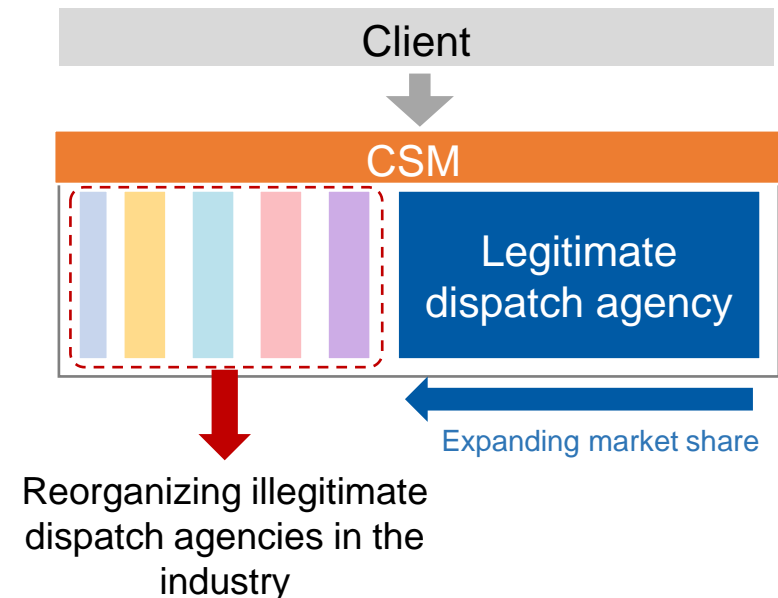
### Current status

Traditionally, we have been one of the dispatch agencies that receives orders from clients



### After introducing CSM

**Through CSM proposals and introduction, achieving dispatch share expansion and incorporation of industry consolidation**



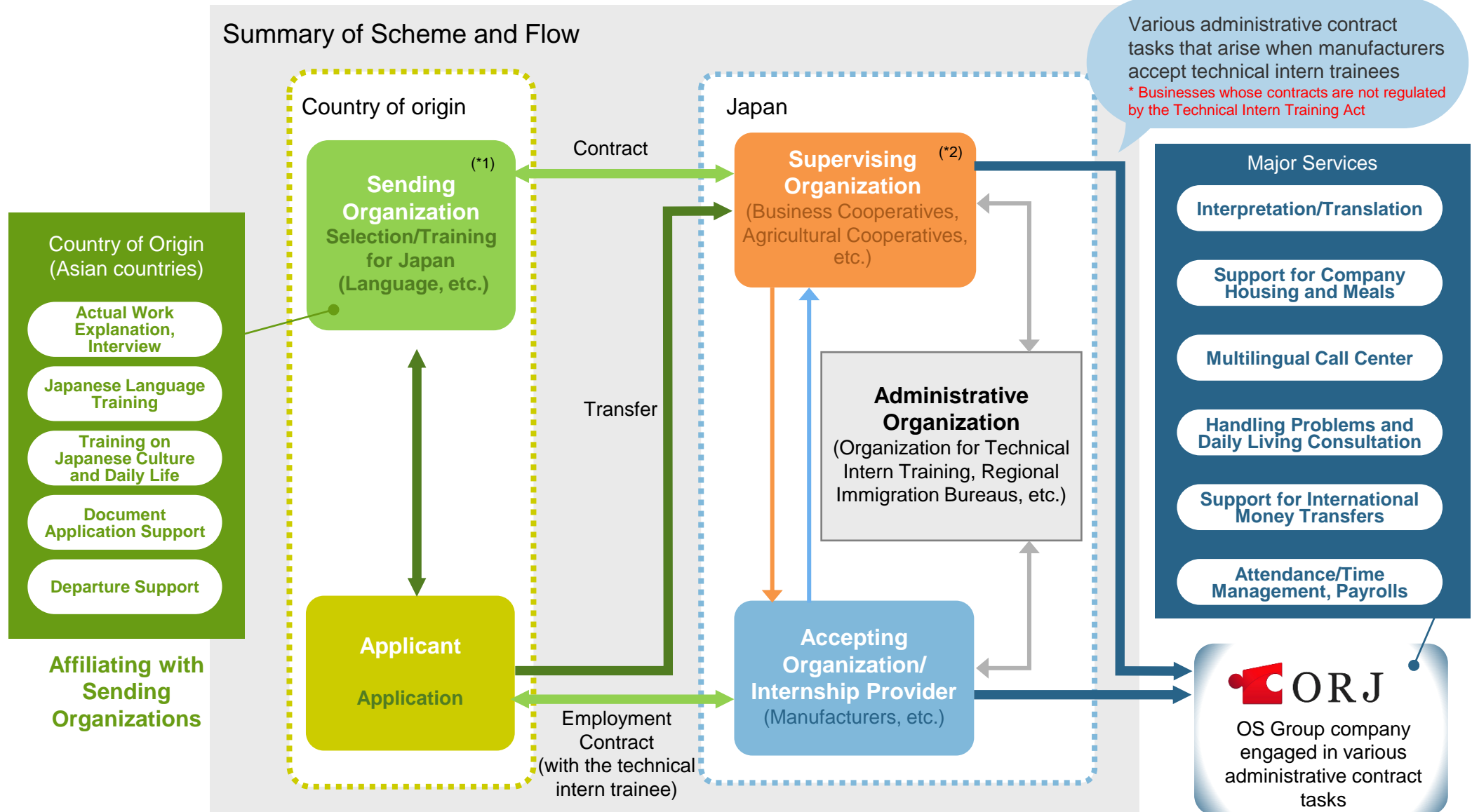


# Information by Operating Segment (10)

## Business Scheme of Domestic Manufacturing Outsourcing Business

\*Please refer to P.26-28

### Business related to Technical Intern Training Program and Specified Skilled Worker System



## Information by Operating Segment (11)

- Business Scheme of Domestic Service Operations Outsourcing Business

- **Outsourcing for U.S. military facilities that have high barriers of entry from the perspective of classified information protection**

AMERICAN ENGINEERING CORPORATION (AEC), one of the OS Group companies, has a high level of credibility from the U.S. military. By expanding the amount of contract surety bond (performance bond) required for bidding through synergies with the Group, AEC has been able to increase the number of orders for large-scale projects which have high margins and construction work periods extending over the medium-term.

- Realized high growth thanks to consignment of maintenance and construction works for facilities and equipment at domestic U.S. military facilities such as in Okinawa, etc., which are relatively insusceptible to economic fluctuations and have no price competition but higher profitability.
- Orders for work on U.S. military facilities are made through a bidding process, and one must pass the strict screening process of CFIUS in order to participate. (AEC has already obtained an approval.)
- Has great universal know-how in estimating the bid amount and construction period.

CFIUS: Committee on Foreign Investment in the United States = An inter-ministerial committee of the U.S. government that examines the national security implications of foreign entries and investments in U.S. businesses, etc.

**The Group is accelerating deployment of work for U.S. military facilities to mainland U.S. and Pacific Rim, etc. after already commencing business in Guam.**

## Information by Operating Segment (12)

- **Business Scheme of Overseas Engineering Outsourcing Business**
  - **Various consignment works from governments and local public institutions which are relatively insusceptible to economic fluctuations**
  - **Responding to the shortage of engineers by introducing the KEN School scheme**

Increasing contracts from the central and local governments in countries such as the U.K. and Australia for a variety of tasks by utilizing our proprietary system.

- By offering one-stop solutions through the expansion of business areas by all U.K. Group companies, the Group showed further growth in the market for government debt collection through the use of IoT and big data.

Expanding services such as dispatching, recruiting and placing, and outsourced contracting of specialized talents for the IT, pharmaceuticals, life sciences, and healthcare sectors in various European countries, mainly in Ireland.

Outsourcing of engineers in the ICT-related and financial fields, mainly for public institutions is growing in Europe and Australia.

In Australia, the Group expands a scheme similar to that of KEN School in Japan, training workers with no experience or underdeveloped skills and assigning them as engineers. This secures and assigns a larger number of engineers.

**We have already established holding company structures for Group companies in the U.K. and Australia, optimizing resources within the group, and accelerating revenue synergies and cost synergies from cross-selling, etc.**

\*Due to the global spread of COVID-19, deployment of engineers globally has been suspended since March 2020.

## Information by Operating Segment (13)

- **Business Scheme of Overseas Manufacturing and Service Operations Outsourcing Business**
  - **Industry sector diversification over the manufacturing-related business, public works- and logistics-related services**

### **Manufacturing-related business**

Manufacturing-related outsourcing business using technically skilled workers throughout Europe, mainly in Germany

- Aiming to expand the range of workers from factory staff with high skill proficiency to more advanced staff such as for testing / evaluation and process control, etc.
- Expanding master vendor business which manages peers in the same industry and improves efficiency after being consigned a bulk order.

### **Public works-related service operations business**

From government institutions and administrations of each country, the Group takes on consignment of various outsourcing public works and public BPO works such as service operations at public facilities like prisons and airports.

- Outsourcing of public projects and public works to the private sector has been growing due to financial budget difficulties in developed countries

### **Logistics-related service operations business**

The Group is developing a logistics outsourcing business related to e-commerce throughout Europe, mainly in the Netherlands.

- Internet-based logistics are expanding globally, and given its low volatility, the Group will expand the e-commerce business.

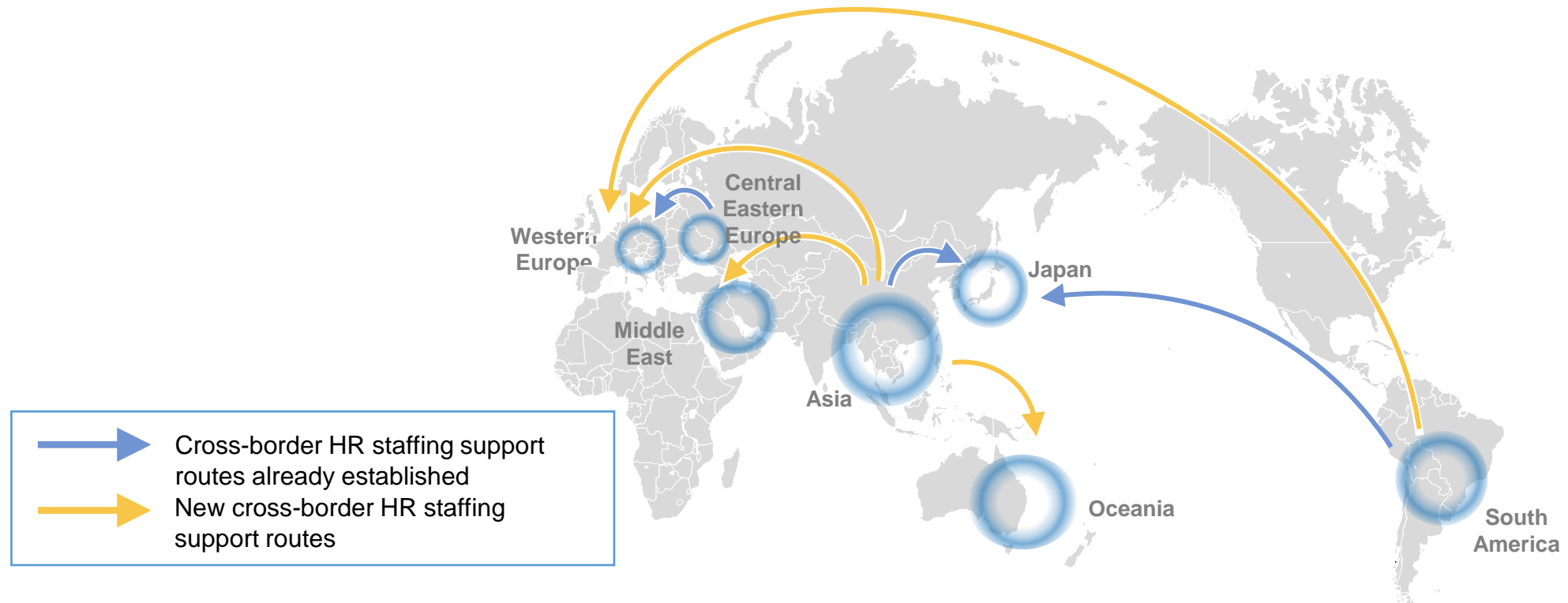
**We have been reducing risks through sector diversification into businesses that are in fields with different business cycles and less susceptible to the economy, and rolling out mutual sharing of business know-how, infrastructure, engineers, etc., to Europe, Asia and Australia**

\*Due to the global spread of COVID-19, deployment of engineers globally has been suspended since March 2020.

## Information by Operating Segment (14)

- Business Scheme of Overseas Manufacturing and Service Operations Outsourcing Business
  - **Global utilization of the growing worldwide population**

Since Japan and other developed countries in Europe are suffering from the shortage of working population due to declining birthrates and aging population, we have been expanding the support structure to supply workforce from countries with abundant manpower such as Eastern Europe and Asia, where we have many recruitment offices to countries with tight labor markets.

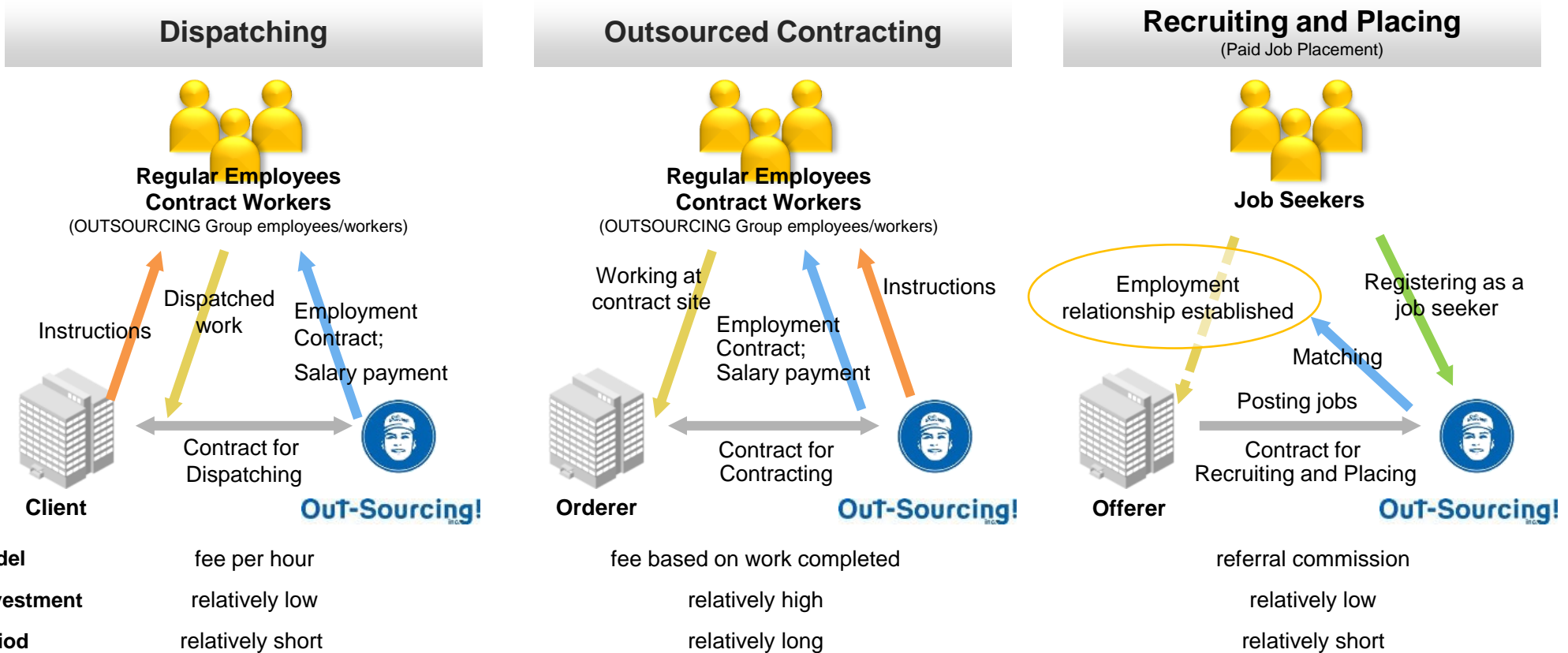


**Expand business by leveraging the growing worldwide population through a cross-border global HR mobilization network**

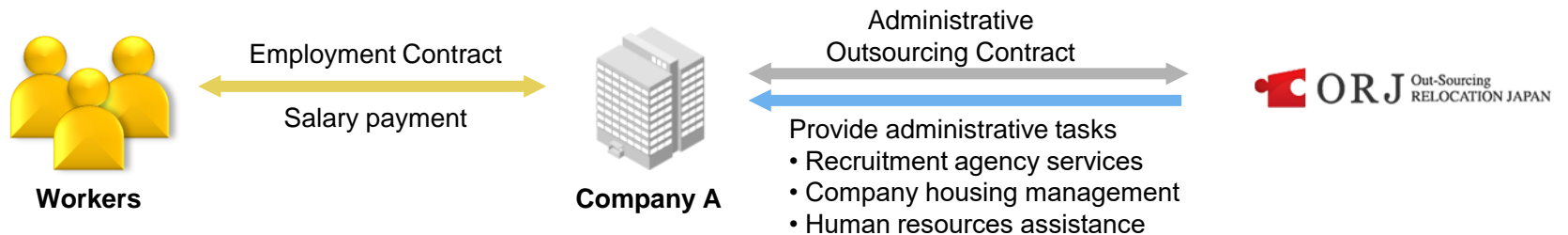
\*Due to the global spread of COVID-19, development of a cross-border HR mobilization network has been suspended since March 2020.

# Environment Surrounding Domestic HR Services Industry and Our Business Opportunities (1): Major Employment Formats

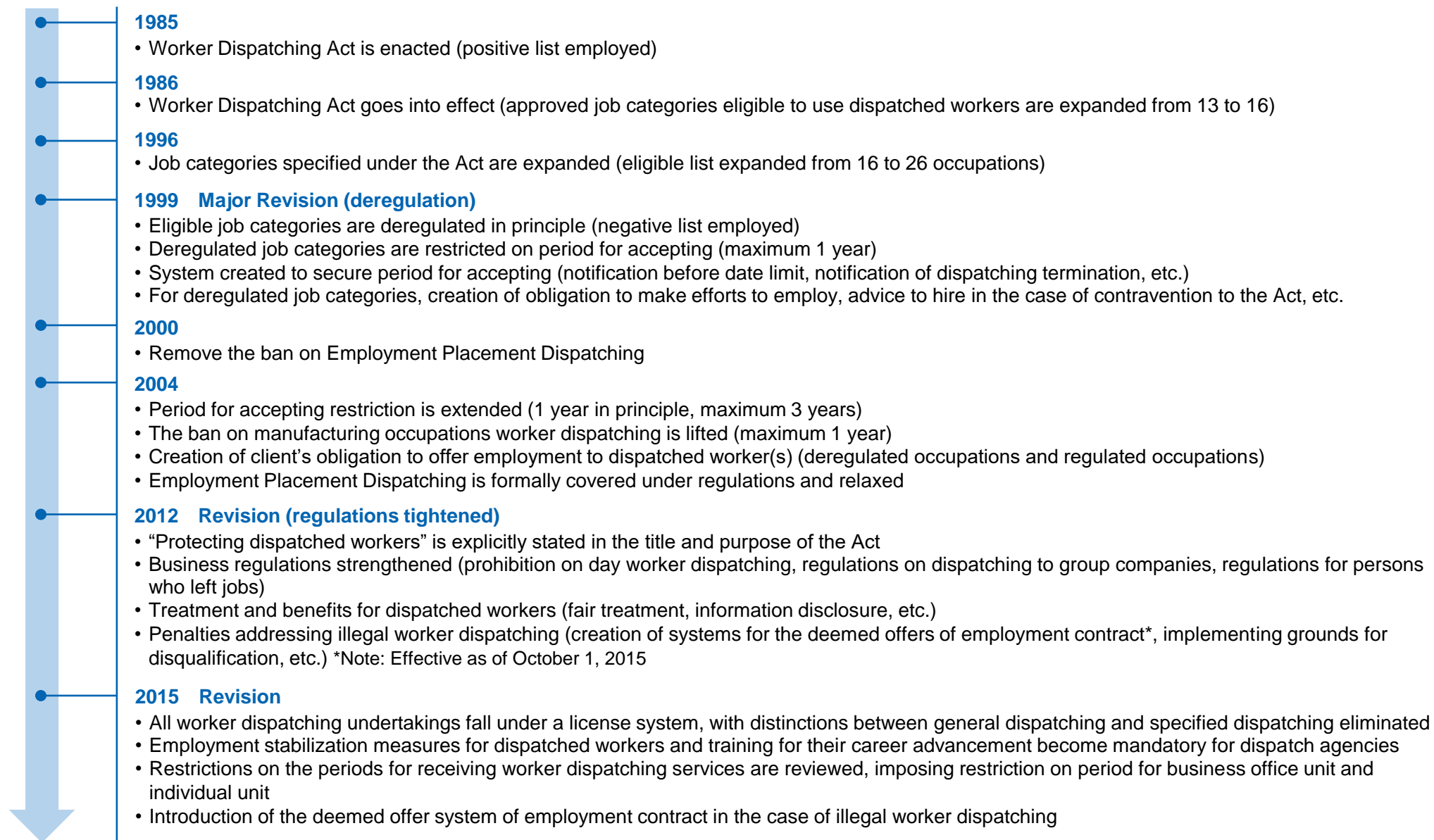
## Major Employment Formats for Our Domestic Outsourcing Business



## Administrative Outsourcing



## ● Revisions to the Worker Dispatching Act



# Environment Surrounding Domestic HR Services Industry and Our Business Opportunities (3): Overview of Legal and Regulatory Framework

## ● Overview of the Revision of Related Acts

### 1. Revised Labor Contracts Act Enforced in April 2013

- When a fixed term employment contract is renewed repetitively and the total exceeds 5 years, the employer is mandated to convert it to an unlimited term employment contract at the request of the employee.

#### Key Points

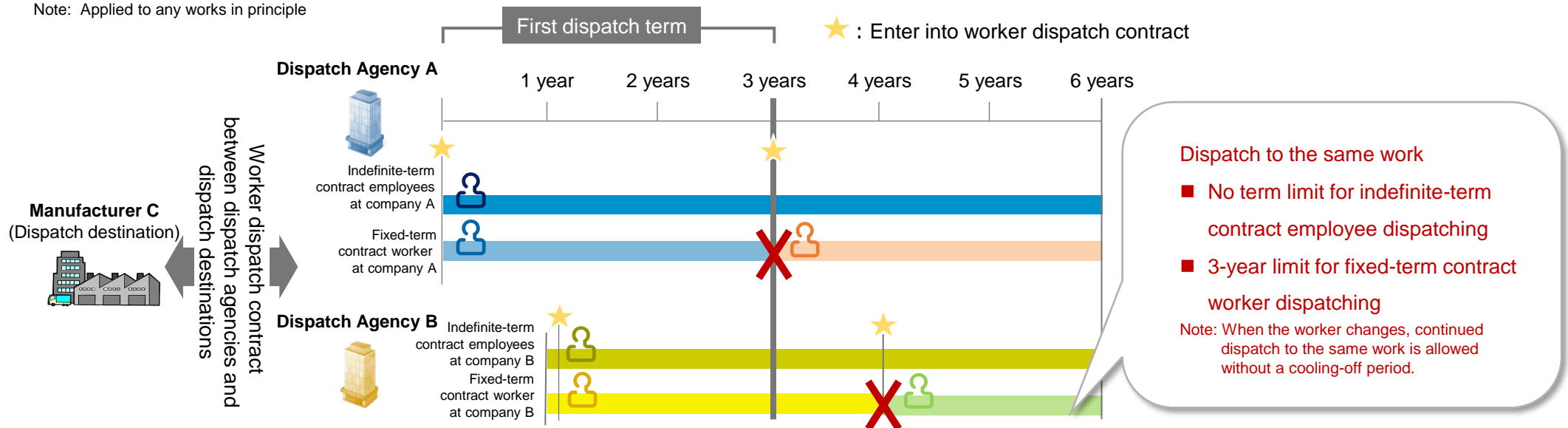
- The Revised Worker Dispatching Act aims for employment stabilization through foreclosing malicious businesses by imposing various requirements on dispatch agencies and relaxing term limit for indefinite-term contract employee dispatching.
- The Revised Labor Contracts Act aims to reduce unstable employments at all companies.

### 2. Revised Worker Dispatching Act Enforced in September 2015

- Requiring dispatch agencies to secure employment stabilization measures for dispatched workers at the expiration of dispatching period (partly obligation to make efforts)
- Abolishing specified works which had no restriction on period and for all fixed-term contract workers employed by dispatch agencies limiting up to 3 years for dispatching to the same workplace
- No restriction on period for indefinite-term contract employee dispatching (before revision: up to 3 years at the same manufacturing workplace)**
- For dispatch agencies, planned education and training for dispatched employees and career consulting for those who desire it become mandatory**
- Specified worker dispatching undertaking (notification system) is abolished, and all worker dispatching undertakings come under a license system (the terms of license permissions tightened).

## Term Limit AFTER Revision

Note: Applied to any works in principle





● **New Business Opportunities Created by Revision of Related Acts**

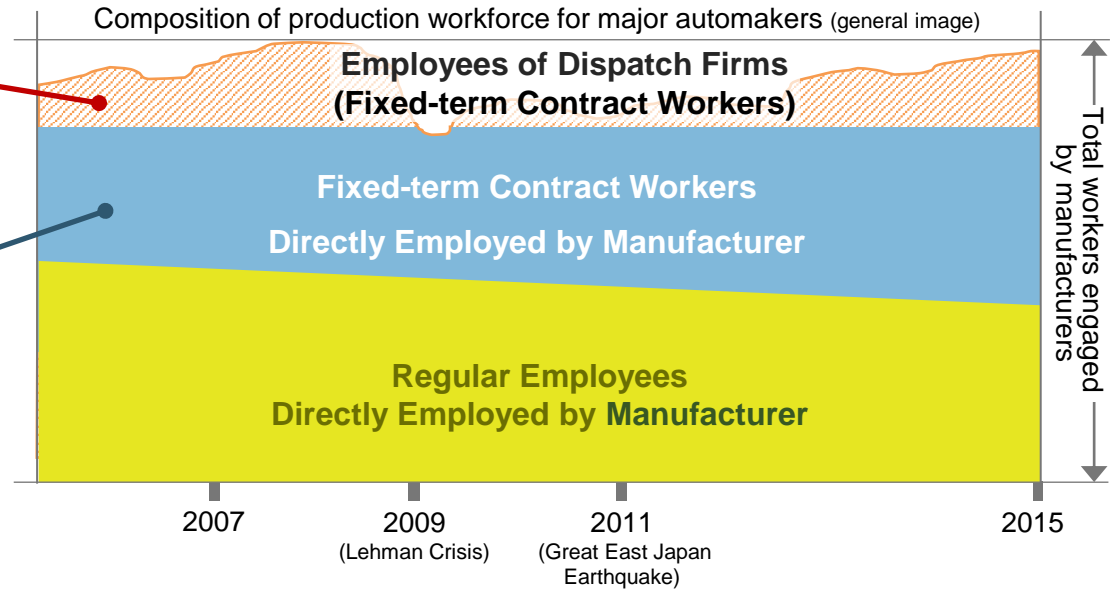
**1. Revised Labor Contracts Act Enforced in April 2013**

**Adjustment domain for short-term cycle of production fluctuation**

- Core area for domestic manufacturing outsourcing providers
- Labor-intensive business field using unskilled workers

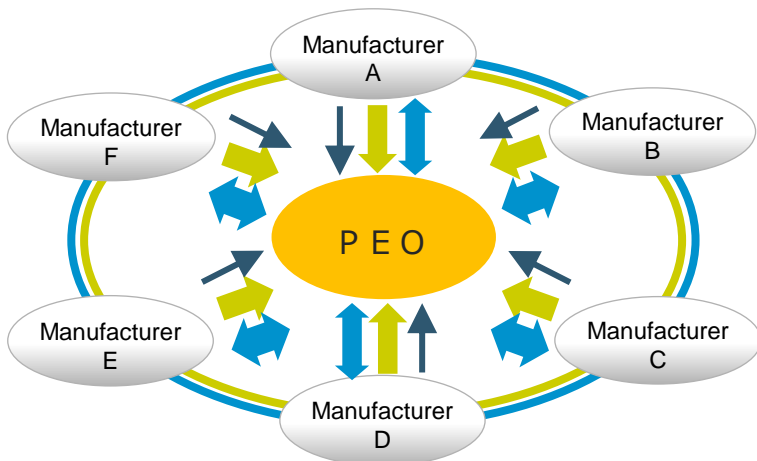
**Adjustment domain for long-term cycle of production fluctuation**

- Area that can target raising efficiency through using skilled workers trained with cost
- **New market that can utilize indefinite-term contract employees of dispatch agencies as an effective means, through revision of related acts**



\*Source: Company estimates based on the Ministry of Internal Affairs and Communications' Labor Force Survey results and other data

**2. PEO Scheme**



PEO stands for Professional Employer Organization.

- ➡ Manufacturers become members of the PEO Association managed by PEO Co., Ltd.
- ➡ At the end of the term, PEO takes on fixed-term contract workers directly employed by the manufacturer as its indefinite-term contract employees.
- ↔ Dispatching of indefinite-term contract employees meeting the needs of manufacturers such as for long-term work

**Key Points**

- Using the OS Group's proprietary PEO Scheme, **fixed-term contract workers employed directly by manufacturers are hired by the Company as indefinite-term contract employees, thereby converting business to the adjustment field meeting long-term cycle production fluctuation.**
- **While satisfying needs of manufacturers to make costs variable, this secures stable employment of workers.**



# Environment Surrounding Domestic HR Services Industry and Our Business Opportunities (5): Outline of Technical Intern Training Program (ii)

## ● Related Organizations

### Sending Organization

(\*1)

- In order to properly convey those wishing to become interns to the supervising organization, it is necessary to conform to related laws and ordinances in Japan.
- Revenue is comprised of commissions from intern trainees themselves and the supervising organizations (there are regulations for the calculation method and collection details, etc.).

### Applicant

- After receiving training in advance including Japanese language, etc. for at least 4 months in the home country, the candidate comes to Japan and is employed as an intern trainee after 1 month of training.
- The Technical Intern Training Program in principle is for completion of the internship period, and it is possible to secure stable income during the internship period.
- **There were roughly 270,000 technical intern trainees in Japan at the end of 2017, and the government announced a policy to expand that to 650,000.**

### Administrative Organization

- Regional Immigration Bureaus grant permission to enter and stay, the Organization for Technical Intern Training approves supervising organizations and internship plans based on laws and regulations, and in coordination with other government agencies, provides supervision and guidance regarding human rights violations, unpaid wages, etc.

### Supervising Organization

(\*2)

- In order for business cooperatives and agricultural cooperatives etc. to act as employment mediator (for placement) between internship providers and interns, they are approved by conforming to various strict approval standards on the premise of being non-profit (subject to cancellation for violations, with preferential treatment for excellent supervising organizations).
- Internship providers are billed for intern trainee administrative work, and guidance on various applications/report filings and creating internship plans.

### Accepting Organization/ Internship Provider

- Private enterprises and organizations such as manufacturers are certified by creating technical intern training plans for each intern trainee, but they are required to conform to certification standards for suitability to accept interns, and there are measures for certification cancellation, etc. for violations after the internship period has started.
- **Manufacturers are expanding acceptance of intern trainees.**  
⇒ Since internships can be continued with the same person for 1 year, 3 years or 5 years, they can be used as stable interns

# Environment Surrounding Domestic HR Services Industry and Our Business Opportunities (6): Outline of Foreign National Residence Status (Visa Status) and Potential for OUTSOURCING Group

## ● Foreign National Residence Status (Visa Status) Related to OS Group, Newly Established Specified Skilled Worker Status

### Employment Support Activities from Proprietary Scholarship Program(\*)

Part-time jobs for foreign students are limited to within 28 hours per week

### Latent Market for ORJ Administrative Outsourcing Service for Technical Intern Trainees

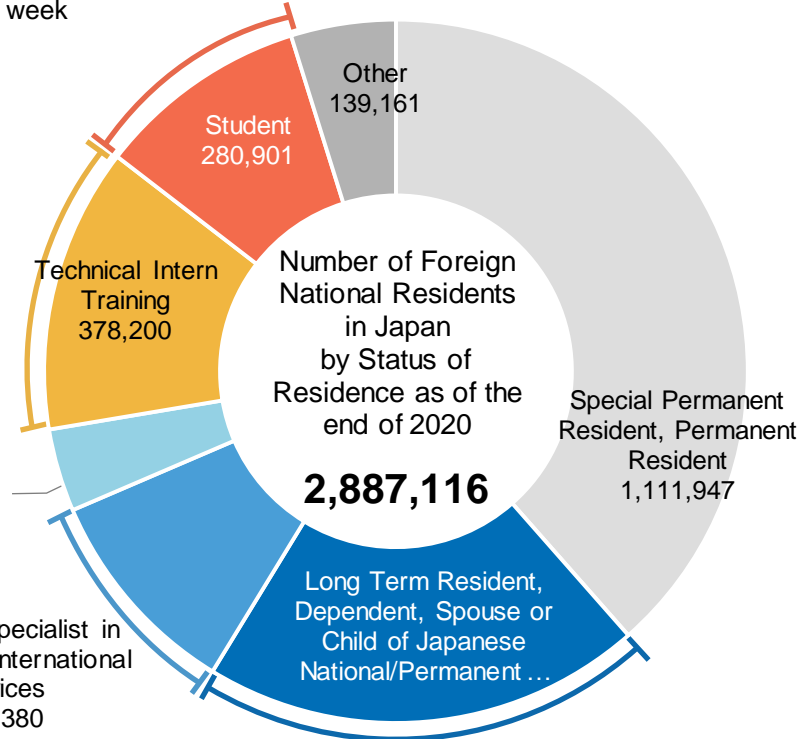
International cooperation toward developing countries through skill transfer is the objective; returning home after the internship and conveying the skills learned to the home country is the premise.

Skilled Labor, Business Manager, Intra-Company Transferee, Instructor, Highly Skilled Professional...

Engineer/Specialist in Humanities/International Services  
283,380

### Latent Markets for Engineering OS Business

### Latent Markets for Manufacturing OS and Engineering OS Business



In order to resolve critical labor shortages concerning specified fields, to raise productivity, and to realize HR development reform, the Specified Skilled Worker status has been newly established since April 1, 2019 (targeting to receive up to a maximum 345,150 over 5 years).

⇒ Latent markets for Manufacturing OS, Engineering OS and ORJ Administrative Outsourcing Service

#### Specified Skilled Worker (i)

Foreign nationals with a level of skill that can be put to use immediately for a certain degree of work without receiving special training

5 years in total

#### Specified Skilled Worker (ii)

Foreign nationals who can oversee operations as supervisors and who can put to work expert skills

Renewable, can bring family members along

Source: Compiled by the Company from the Ministry of Justice's "Regarding the number of foreign nationals in residence as of the end of 2020"

**Note\*** Through the International Human resource Network Organization Foundation (IHNO), scholarships are paid to foreign students who work while studying. They provide support for foreign students from overseas studying and living in Japan, and for job hunting after graduation.

## Evolution of Group governance to support persistent growth



### Medium-Term Priority Measures

#### **"Responding to management quality improvement and business succession by strengthening the management base and reducing risk"**

→ Promote regional autonomy through the following activities in order to ensure business continuity in the event of a global crisis

##### **◆ Improvement of global group management quality**

**Objective: accelerate management decision-making / improve efficiency through autonomous management**

- Further disseminating the OS Group management philosophy to top managements of Group companies
- Strengthening filters during M&A through governance due diligence (including human rights due diligence) in awareness of sustainability
- Improving awareness of business succession by adding to MCR (\*2) evaluation items

##### **◆ Minimizing risks by implementing rules**

**Objective: prevent problems from occurring in advance by thoroughly implementing the rules**

- Continuous maintenance of internal control (J-SOX and MCR)  
(\*2) MCR (Minimum Control Requirement) is an internal control scheme unique to the OS Group. It is an autonomous internal control that each Group company selects and prepares risk management items from the template created by the head office, and each company's management conducts self-inspection by mutual inspection between divisions. It contributes to raise awareness of risks in management by coordinating with the head office.
- E-learning to further spread the rules such as the Code of Corporate Ethics and Conduct
- Anti-Corruption Policy and internal reporting system will be deployed to new Group companies and training will be repeated to existing companies through webinars

##### **◆ Group platform creation led by the head office**

**Objective: Strengthen the Group management base**

- Accounting: streamlining and speeding up consolidated settlement operations and introducing systems to overseas companies
- Finance: strengthening financial functions / considering global fund management initiatives
- IT: realization of cyber security management that supports business growth based on the new corporate principles
- IT: leveraging cutting-edge digital technology to transform Group services and business models
- HR: create human resource development / education / training system that combines personnel strategies of all Group companies
- HR: fostering a sense of unity and Group engagement through the development of the "CQ Project" for inter-cultural understanding and creating Group force

## Strengthening Group Governance (3)

### (\*1) Strengthening the management structure based on the global governance policy

#### Basic approach to corporate governance

**Fully embracing its responsibility as an exemplar corporate citizen to contribute to society, OUTSOURCING Inc. established the "Management Philosophy." The Company thus recognizes that, in an effort to enhance corporate values over the medium- to long-term in a constantly changing business environment, management must assign the utmost priority to creating a fully autonomous, highly ethical corporate governance regime that is closely monitored and routinely reviewed in order to build sustainable relationships of trust with all the stakeholders.**

#### Specific Activities

Formulate the global governance policy and strengthen the Group management structure

Purpose of formulation: **to maintain the soundness of the entire Group, as the basic policy of corporate governance of OUTSOURCING Inc. and its Group companies**

- 7 Basic Policies:
- 1) Role and responsibilities of the Board of Directors
  - 2) Risk management
  - 3) Approval reporting rules
  - 4) Regular reports to the parent company
  - 5) Internal reporting system
  - 6) Internal audit by the parent company
  - 7) Education and training

### Change in IFRS 16 (Lease accounting)

- ✓ According to the decision of the International Accounting Standards Board (IASB), companies complying with International Financial Reporting Standards (IFRS) are required under IFRS 16 to recognize lease (right of use) as an asset and record lease liabilities for all lease transactions except for short-term and low-value assets lease from fiscal year beginning January 1, 2019 onward. (Lease assets are subject to depreciation instead of being recorded as expense)



### Impacts of Change in IFRS 16 (Lease accounting)

- ✓ Total assets increase by bringing lease on the balance sheet as an asset, which results in deterioration of financial indicators, including equity ratio
- ✓ Accounting process becomes more complicated



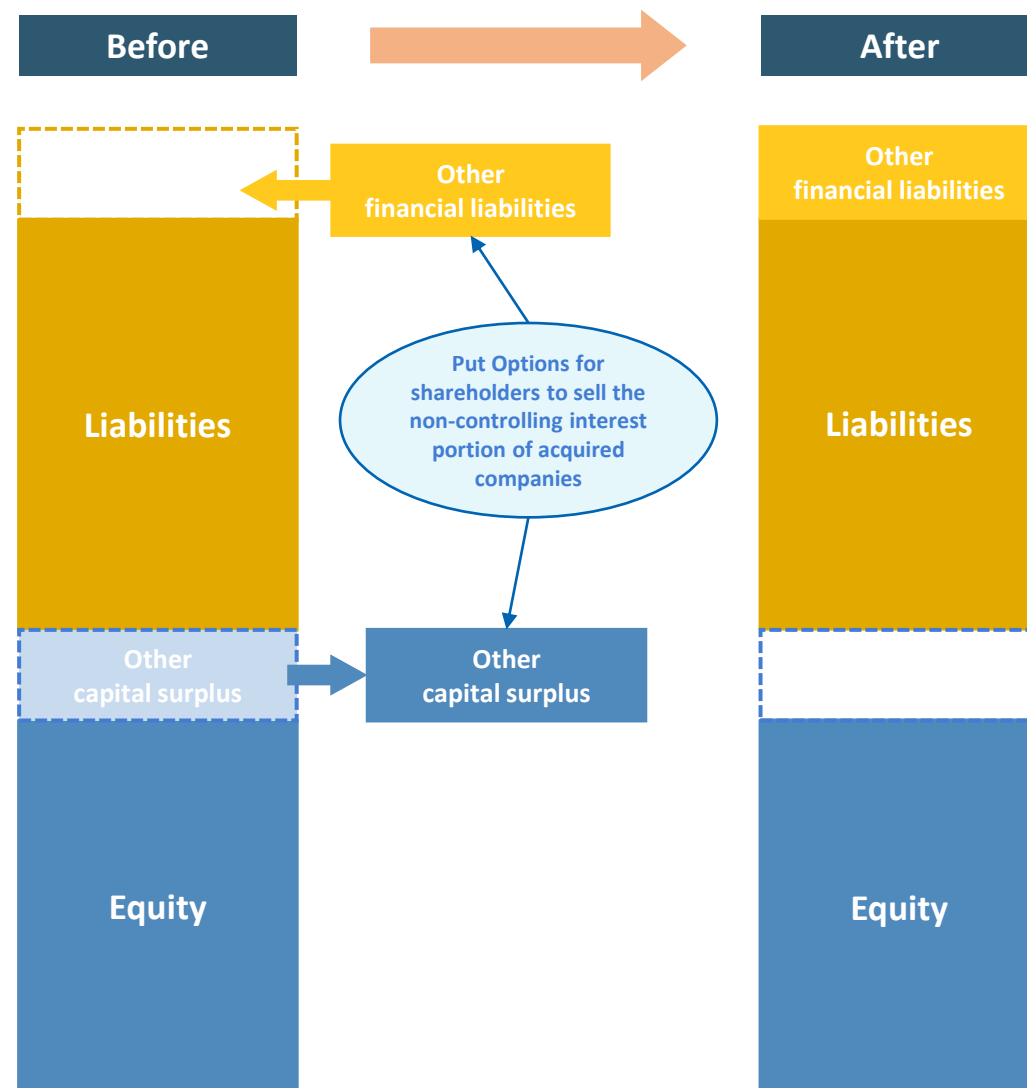
- In cases where put options are granted for holder of NCI, related to M&A

**Common Interpretation of IFRS**

✓ From paragraph 23 of IAS 32, the redemption amount (e.g., the forward purchase price, the option exercise price, or the present value of other redemption amount) in a contract that includes an obligation for a company to purchase capital instruments in cash or other financial assets (including cases where the contract itself is a capital instrument) is recognized as a financial liability.

**Our Application**

✓ In the event that we acquire less than 100% of the shares of the acquired company and the right for shareholders to sell the non-controlling interest portion to the Company in the future is granted, we record the future prospective purchase price as a liability and subtract the equivalent amount from equity.



This material contains forward-looking statements such as earnings estimates and plans made by the Company, which are based upon the best available information as of the date of the presentation of this material. Therefore, the actual results may differ from the plan and the estimate values due to various factors in the future. Note that the contents of this material are relevant as of the date of this document (or a date specified separately therein) and are subject to change without advance notice. Also, the information described in this presentation other than corporate information of the Group has been compiled by the Company based on publicly available sources, and we have not verified and will not guarantee the accuracy or appropriateness of such information.

### **Contact Us**

OUTSOURCING Inc.

CEO Office

**E-Mail: [os-ir@outsourcing.co.jp](mailto:os-ir@outsourcing.co.jp)**

URL: <https://www.outsourcing.co.jp/en/>

IR Inquiries : <https://www.outsourcing.co.jp/en/ir/contactus/>