Note: This document has been translated from a part of the Japanese original for reference purposes only.

Stock code: 6200
December 2, 2026
(Start date of electronic provisioning measures:
November 25, 2026)

To Our Shareholders

(Headquarters)
3-20, Kanda-Ogawamachi, Chiyoda-ku, Tokyo

(Tokyo Headquarters)
3-20-4 Kanda-Ogawamachi, Chiyoda-ku. Tokyo
Insource Surugadai Headquarters

insource 株式会社インソース

Representative Director,
President and CEO Takayuki Funahashi

Notice of the 24th Ordinary General Meeting of Shareholders

You are hereby notified that the 24th Ordinary General Meeting of Shareholders of Insource Co. Ltd. (the "Company") will be held for the purposes on the following page.

The Company has adopted an electronic method of providing information on the convening of this General Meeting of Shareholders, and has posted the items to be provided electronically as "Notice of Convocation of the 24th Ordinary General Meeting of Shareholders" and "The 24th Ordinary General Meeting of Shareholders - Other Matters Provided Electronically (Matters Excluded from Paper-Based Documents Delivered to Shareholders)" on the following website on the Internet.

The Company website: https://www.insource.co.jp/ir/ir_stock_info.html

In addition to the above, the information is also available on the following website on the Internet (in Japanese).

Tokyo Stock Exchange Website: https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

*Please access the above website, enter or search for our company name or securities code, and select "Basic Information" followed by "Documents Available for Public Inspection/PR Information" to see the documents.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the reference documents for the General Shareholders Meeting and exercise your voting rights in accordance with the "Guide to Exercising Voting Rights" on page four of this notice **by no later than 5:30 p.m. JST on December 17, 2026 (Thursday)**.

END

1. Date and Time: December 18, 2026 (Friday), 10:30 a.m. JST (Reception begins at 10:00 a.m.)
2. Place: 5F Conference Room, Arakawa Civic Hall (Sun Pearl Arakawa)
   1-1-1 Arakawa, Arakawa-ku, Tokyo
   * Please note that this General Meeting of Shareholders will be held at a different venue from the previous meeting. Kindly ensure that you go to the correct venue.
3. Agenda:
   Matters to be reported:
   1.Business Report and Consolidated Financial Statements for the Company's 24th Fiscal Year (October1, 2025 - September 30, 2026) and audit results of the consolidated financial statements by the Accounting Auditor and the Board of Corporate Auditors

   2.Non-consolidated Financial Statements for the Company's 24th Fiscal Year (October1, 2025 - September 30, 2026)
   Proposals to be resolved:
   Proposal No.1 Appropriation of Surplus
   Proposal No.2 Election of Six Directors
   Proposal No.3 Election of One Corporate Auditor
4. Proxy Voting:
   In the case of exercising your voting rights by proxy, you may attend the General Meeting of Shareholders by appointing one other shareholder with voting rights as your proxy. Please note that a written document certifying the right of representation must be submitted.
   If no indication of approval or disapproval is made on the voting form for a proposal, it will be treated as an indication of approval.

No souvenirs will be provided on the day of the General Meeting of Shareholders.

◎If you plan to attend the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting and bring this "Notice of Convocation" to the meeting.

◎In the event of any modifications to the electronic provisioning measures, the modifications will be posted on the respective websites where they are posted.

Information on Live Distribution of General Meeting of Shareholders

In order to view our General Meeting of Shareholders, you are required to apply in advance. For those who wish to view, please make sure to check the following.
*The shareholders' meeting will be conducted in Japanese only.

1 Date and Time of Distribution

From 10:30 a.m. (JST) on Friday, December 18, 2026 until the end of the shareholders' meeting

**Please note that the live stream will begin approximately 20 minutes earlier, around 10:10 a.m.(JST)*

2 How to Participate

Please access the following website. After registering your name, e-mail address and stockholder number, we will inform you of URL and ID/ passwords for the day to the e-mail address.

Application Form: https://forms.cloud.microsoft/r/7YLXaakmQC
Application period: By 5:30pm on December 17, 2026 (Thursday) (JST)

*We will use Zoom on the day.

3 Notes on viewing

- Please note that viewing live distribution is not a formal attendance at the General Meeting of Shareholders under the Companies Act, and you are not allowed to exercise voting rights, ask questions, or express opinions within the live distribution.
- Please note that the viewing is restricted to shareholders themselves.
- Please note that viewing may not be possible depending on your device or network conditions.
- Please be aware that the Internet communication environment may cause problems such as video and audio disruptions and interruptions in distribution.
- Filming, recording, audio recording, saving, and sharing on social media of the live stream are strictly prohibited.
- Any communication charges incurred while viewing will be borne by the shareholders.
- To respect the privacy of attending shareholders, the live broadcast will focus only on the chairperson's seat and the Directors' area. However, please note that shareholders may appear in the footage unintentionally. We appreciate your understanding.

4 Inquiries on the day

- For inquiries regarding live streaming: 080-4167-1049
- For inquiries regarding the venue: 03-5809-0170

(Please note that telephone inquiries can only be handled in Japanese. We appreciate your understanding.)

* The Zoom name and logo are trademarks or registered trademarks of Zoom Video Communications, Inc. in the United States, Japan, and other countries.

Guidance on Exercising Voting Rights



Exercise of voting rights at the General Meeting of Shareholders is shareholders' important right.
Please exercise your voting rights after examining the attached Reference Documents for the General Meeting of Shareholders.
There are three methods to exercise your voting rights as indicated below.

		
Attend the Meeting	**Exercise the voting rights in writing (by mail)**	**Exercise the voting rights via the internet**
Please present the enclosed voting form at the reception.	Please indicate whether you are for or against each proposal on the enclosed voting form, and return the form to us.	Please indicate whether you are for or against the proposals following the instructions on the next page.
Date and time	Exercise due date	Exercise due date
December 18, 2026 (Friday) 10:30 a.m. (JST) (Reception starts at 10:00 a.m.)	**To be returned to us no later than December 17, 2026 (Thursday), 5:30 p.m. (JST)**	**No later than December 17, 2026 (Thursday), 5:30 p.m. (JST)**

Please note that your voting via the Internet shall prevail, if you exercise your voting rights both in writing (by mail) and via the Internet. If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.

Instructions for the Exercise of Voting Rights via the Internet

By scanning the QR code

You can log-in the website for exercise of voting rights without entering the voting rights exercise code and password.

1. Scan the QR code printed on the voting form with your smartphone or tablet.

*QR code is a registered trademark of DENSO WAVE INCORPORATED.

2. Follow the instructions on the screen and indicate your approval or disapproval.

By entering the Log-in ID and tentative password

Website for exercise of voting rights
https://evote.tr.mufg.jp/
*Only available in Japanese

1. Access the website for exercise of voting rights.
2. Enter the "Log-in ID and tentative password" indicated in the voting form.
3. Follow the instructions on the screen and indicate your approval or disapproval.

If you have any questions on how to exercise your voting rights via the Internet using a personal computer or smartphone, please contact:

Help Desk, Stock Transfer Agency Department,
MUFJ Trust & Banking Co. 0120－173－027
(Toll free only from Japan
Business hours 9:00-21:00)

Institutional investors can exercise their voting rights via the "Electronic Voting Rights Exercise Platform" for institutional investors operated by ICJ Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Items

Proposal No. 1 Appropriation of Surplus

The Company's basic dividend policy is to provide shareholder returns while taking capital efficiency into consideration, with the aim of achieving a dividend payout ratio of 50% and a dividend on equity (DOE) ratio of 18%.

For FY25, we propose to pay an annual dividend of 35 yen 00 sen per share, consisting of an ordinary dividend of 29 yen 50 sen, determined in consideration of the above policy and other factors, and a commemorative dividend of 5 yen 50 sen to mark the 10th anniversary of our listing on the Tokyo Stock Exchange in July 2026 and to express our gratitude to our shareholders for their continued support. The dividend payout ratio for the ordinary dividend is 56.3%, and the DOE ratio is 19.3%.

(1) Type of Dividend Property
Cash
(2) Dividend matters and total amount
Dividend per share of common stock of the Company: 35.00 yen
Total amount: 2,846,572,015 yen
(3) Effective date of distribution of surplus
December 21, 2026 (Monday)

Proposal No. 2 Election of Six Directors

The term of office of all seven Directors will expire at the end of this General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors.

The candidates for Directors are as follows:

1 **Takayuki Funahashi** (Date of birth: April 3, 1964)

Reappointment

No. of Company shares held: 5,478,620

Past experience, positions and responsibility in the Company

Apr. 1988	Joined Sanwa Bank (currently MUFG Bank, Ltd.)
Aug. 2001	Joined PLAZA CREATE CO.,LTD.
Nov. 2002	Representative Director of the Company
Aug. 2015	Representative Director, President and CEO of the Company (current)
Mar. 2022	Director of Mitemo Co., Ltd
Oct. 2023	Representative Director of Insource Consulting Corporation (current)
Oct. 2023	Representative Director of Insource Creative Solutions Corporation (current)
Apr. 2025	Director of Insource Research Institute Corporation (current)

Significant concurrent positions

Representative Director of Insource Consulting Corporation
Representative Director of Insource Creative Solutions Corporation
Director of Insource Research Institute Corporation
Director of Mitemo Co., Ltd

2 **Kumiko Kawabata** (Date of birth: August 30, 1968)

Reappointment

No. of Company shares held: 3,012,000

Past experience, positions and responsibility in the Company

Nov. 2002	Director of the Company
Aug. 2015	Director, Managing Executive Officer of the Company (current)
Feb. 2020	Director of Rashiku Corporation
Oct. 2023	Director of Insource Consulting Corporation
Sept. 2024	Director of Insource Digital Academy Corporation (current)
Dec. 2025	Director of Insource Business Rep Corporation (current)

Significant concurrent positions

Director of Insource Digital Academy Corporation (current: Insource Consulting & Digital Corporation)
Director of Insource Business Rep Corporation

3 Daisuke Kanai (Date of birth: August 4, 1978)

Reappointment

No. of Company shares held: 333,900

Past experience, positions and responsibility in the Company

Mar. 2002	Joined MEIWAJISHO CORPORATION
Jul. 2003	Joined IKKO Corporation (currently IKKO Group Holdings Co., Ltd.)
May 2006	Joined the Company
Feb. 2015	Executive Officer of the Company (current)
Dec. 2019	Director of the Company (current)
Dec. 2020	Director of Mitemo Co., Ltd
Sept. 2024	Director Senior Managing Executive Officer of Insource Digital Academy Corporation
Dec. 2024	Representative Director, President and CEO of Insource Digital Academy Corporation (current)

Significant concurrent positions

Representative Director, President and CEO of Insource Digital Academy Corporation (current: Insource Consulting & Digital Corporation)

4 Takashi Yuri (Date of birth: September 24, 1960)

Outside | Reappointment

No. of Company shares held: 0

Past experience, positions and responsibility in the Company

Apr. 1983	Joined Nichimen Corporation (currently Sojitz Corporation)
Jun. 1987	Seconded to TECHMATRIX CORPORATION
Apr. 2000	President and CEO of TECHMATRIX CORPORATION
Jul. 2004	Representative Director, President & CEO, Chief Operating Officer of TECHMATRIX CORPORATION
Aug. 2007	Executive member of ICHIGO LLC
Sep. 2007	Director of CROSS HEAD
Aug.2009	Director of CASAREAL,Inc.
Apr. 2024	Director of TECHMATRIX CORPORATION
Jun. 2024	Outside Director of Riskmonster.com (current)
Aug. 2024	Representative Director of TY Insight Co., Ltd. (current)
Sep. 2024	Outside Director of Lasertec Corporation (current)
Dec. 2024	Outside Director of Internetworking & Broadband Consulting Co.,Ltd. (IBC) (current)
Dec. 2025	Director of the Company (current)

Significant concurrent positions

Representative Director of TY Insight Co., Ltd.
Outside Director of Riskmonster.com
Outside Director of Lasertec Corporation
Outside Director of Internetworking & Broadband Consulting Co.,Ltd. (IBC)

5 Yoshiko Niwamoto (Date of birth: October 17, 1985)

Outside | Reappointment

No. of Company shares held: 0

Past experience, positions and responsibility in the Company

Mar. 2015	Completed the doctoral program at the Graduate School of Business Administration, Kobe University
Apr. 2015	Full-time lecturer of Faculty of Business Administration Department of Business Administration, Setsunan University
Oct. 2016	Part-time Lecturer of Faculty of Business Administration, Ryukoku University
Dec. 2016	Part-time Lecturer of Global Business and Management Studies, Doshisha Business School
Apr. 2017	Associate Professor of Graduate School of Business Administration, Kobe University (current)
Sep. 2019	Part-time Lecturer of Faculty of Business Administration, Konan University
Dec. 2023	Outside Director of the Company (current)

Significant concurrent positions

Associate Professor of Graduate School of Business Administration, Kobe University

6 Kohei Habara (Date of birth: September 9, 1994)

Outside | Reappointment

No. of Company shares held: 35,000

Past experience, positions and responsibility in the Company

Apr. 2017	Joined PwC Advisory LLC
Sept. 2019	Joined GENDA Inc.
Aug. 2021	Executive Officer of GENDA Inc.
Sep. 2023	Chief Strategy Officer of GENDA Inc. (current)
Nov. 2023	Representative Director and President of GENDA Capital Inc. (current)
Apr. 2024	Director of GENDA Inc.
Dec. 2024	Outside Director of the Company (current)
Apr. 2025	Managing Director of GENDA Inc. (current)

Significant concurrent positions

Managing Director , Chief Strategy Officer of GENDA Inc.
President and Representative Director of GENDA Capital Inc.

(Notes)

1. There are no special interests between the Company and each of the candidates.

2. Ms. Yoshiko Niwamoto's name in the family registry is Yoshiko Kanazawa.

3. Mr. Takashi Yuri, Ms. Yoshiko Niwamoto and Mr. Kohei Habara are candidates for Outside Directors.

4. Mr. Takashi Yuri was appointed as an outside Director candidate because he owned a wealth of management experience, including acquisitions and business restructuring, in a challenging environment, such as the dot-com bubble and the Lehman Shock (the 2008 financial crisis), and deep knowledge in IT and telecommunications fields. He was expected to provide advice from a wide range of perspectives that would contribute to our business expansion.

5. Ms. Yoshiko Niwamoto has extensive knowledge as a researcher in human resource management and personnel and labor management, and we expect her to supervise and provide advice, etc. on the execution of duties by directors from a professional perspective by utilizing her knowledge, and to be involved in and supervise the selection of our executive candidates and decisions on executive remuneration, etc., from an objective and neutral standpoint. Although Ms. Niwamoto has no previous experience of being involved in the management of a company other than as an outside director, for the above reasons, we believe that she will be able to appropriately perform her duties as an outside director.

6. Mr. Kohei Habara is an accomplished executive who has successfully led numerous M&A transactions and possesses extensive knowledge and experience as a certified public accountant. We expect him to provide valuable advice that leverages his rich business experience and exceptional insights to support the expansion of our business, and to be involved in and supervise the selection of candidates for our board of directors and the determination of director compensation, etc., from an objective and neutral standpoint.

7. Mr. Takashi Yuri is currently an Outside Director of the Company and has been in office for one year at the end of this General Meeting of Shareholders.

8. Ms. Yoshiko Niwamoto is currently an Outside Director of the Company and has been in office for three years at the end of this General Meeting of Shareholders.

9. Mr. Kohei Habara is currently an Outside Director of the Company and has been in office for two years at the end of this General Meeting of Shareholders.

10. The Company has designated Mr. Takashi Yuri , Ms. Yoshiko Niwamoto and Mr. Kohei Habara as independent officers in accordance with the provisions of the Tokyo Stock Exchange and has notified the TSE of such designation, and if this proposal is approved, they will continue to be independent officers.

11. The Company and Mr. Takashi Yuri, Ms. Yoshiko Niwamoto and Mr. Kohei Habara have entered into an agreement to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same act. If this proposal is approved, this agreement will be continued.

12. The Company has entered into a liability insurance agreement with an insurance company for directors, pursuant to Article 430-3, Paragraph 1 of the Companies Act, and the outline of the contents of such insurance agreement is as described in 4-2. If the election of each candidate for director is approved, he or she will be included as an insured person under the relevant insurance contract. Also, the relevant insurance contract is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 3 Election of One Corporate Auditor

The term of office of one Corporate Auditor will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of one Corporate Auditor. The Board of Corporate Auditors has given its consent to this proposal.

The candidate for the position of corporate auditor is as follows:

1 Akihisa Kozu (Date of birth: February 16, 1985)

Outside | New

No. of Company shares held: 0

Past experience, positions and responsibility in the Company

Feb. 2010	Joined Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC)
Jul. 2021	Established Kozu Certified Public Accountant Office
Jul. 2022	Appointed as Partner of ES NEXT LLC
Sep. 2023	Established ONZAKA Co., Ltd. and appointed as Representative Director (current)
Mar. 2026	Appointed as Outside Corporate Auditor of Flicfit inc. (current)

Significant concurrent positions

Representative Director of ONZAKA Co., Ltd.
Outside Corporate Auditor of Flicfit inc.

(Notes)

1. There are no special interests between the Company and Mr. Akihisa Kozu.

2. Mr. Akihisa Kozu is a candidate for outside corporate auditor.

3. The reason for nominating Mr. Akihisa Kozu as an outside auditor candidate is that he possesses specialized knowledge in finance, accounting, and risk management, gained through his extensive experience in auditing listed companies and providing internal control support at Ernst & Young ShinNihon (now Ernst & Young ShinNihon LLC) and after establishing his independent practice. We believe that he will be able to audit the execution of duties by the Company's management from an independent standpoint.

4. Mr. Akihisa Kozu meets the requirements for independent officers as stipulated by the Tokyo Stock Exchange, and if his appointment is approved, the Company plans to designate him as an independent officer.

5. If Mr. Akihisa Kozu becomes an auditor, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Company Law in accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Company Law.

6. The Company has entered into a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and a summary of the contents of such insurance policy is provided in the section 4-2. on matters related to corporate officers. If the appointment of Mr. Akihisa Kozu is approved, he will be included as insured under such insurance policy. The insurance policy will be renewed with the same contents at the next renewal.