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(Securities code : 218A;  
TSE Growth Market)  
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Conclusion of Capital and Business Alliance Agreement  
with Kyushu Electric Power Co., Inc.  
and Notice Regarding Issuance of New Shares through Third-Party  
Allotment

Liberaware Co., Ltd. (hereinafter "the Company") hereby announces that its Board of Directors resolved today to conclude a capital and business alliance agreement (hereinafter "Capital and Business Alliance Agreement") for the purpose of establishing a capital and business alliance (hereinafter "Capital and Business Alliance") with Kyushu Electric Power Co., Inc. (hereinafter "Kyushu Electric Power" or "Planned Allottee"), and to issue new shares through Third-Party Allotment to Kyushu Electric Power (hereinafter "Third-Party Allotment," and the shares to be issued through the Third-Party Allotment shall be referred to as "New Shares").

I. Overview of the Capital and Business Alliance

1. Purpose and Reason for the Capital and Business Alliance

The Company operates with the mission of "Creating a Safe Society for Everyone" and the vision of "Visualizing Invisible Risks," developing, manufacturing, and selling IBIS2, one of the world's smallest drones specialized in inspection and measurement of confined indoor spaces. Through these technologies and services, we are working to advance infrastructure maintenance management, enhance safety, and address various social challenges.

Meanwhile, Kyushu Electric Power, guided by its principle "Opening the Future through Energy - Together with Kyushu and Toward the World," promotes stable supply of power and energy-based social infrastructure and creates value that contributes to regional safety and security. Their equipment operation and maintenance technologies, along with on-site safety management expertise cultivated over many years, serve as crucial foundations supporting sustainable regional development.

Through this capital and business alliance between the Company and Kyushu Electric Power, we have initiated a long-term collaboration based on our shared value of "supporting social safety." This Capital and Business Alliance will combine the Company's cutting-edge technologies in drones, robotics, AI, and DX with Kyushu Electric Power's knowledge and operational capabilities in power infrastructure to achieve enhanced safety, efficiency, and labor savings in power facility inspection, maintenance, and management. Furthermore, through this collaboration, we will tackle broader social challenges, including establishing new maintenance standards for infrastructure in general, disaster response, and strengthening regional infrastructure resilience. Through this alliance, we aim to expand "the shape of next-generation safe infrastructure" from Kyushu to nationwide, and then to the world.

## 2. Details of the Capital and Business Alliance

### (1) Details of the Business Alliance

The main details are as follows. In addition to these, we will continue to examine and discuss measures that will contribute to further enhancement of corporate value for both the Planned Allottee and the Company.

1. Collaboration in power infrastructure facility inspection in the Kyushu region and beyond, and establishment of a sustainable infrastructure maintenance management model
2. Enhancement of power business inspection and maintenance through the utilization of drones and robots
3. Promotion of digital twin utilization in inspection, maintenance, and management
4. Joint development of hardware and software services specialized in power facility inspection (indoor, etc.)

### (2) Details of the Capital Alliance

We have agreed to implement the Third-Party Allotment with Kyushu Electric Power as the Planned Allottee. The details of the Third-Party Allotment are described in "II. Issuance of New Shares through Third-Party Allotment" below.

## 3. Overview of the Capital and Business Alliance Partner

(1)	Name	Kyushu Electric Power Co., Inc.
(2)	Location	2-1-82 Watanabe-dori, Chuo-ku, Fukuoka City, Fukuoka Prefecture
(3)	Representative's Title and Name	President and Representative Director Masaru Nishiyama

(4)	Business Description	"Electric Power Business" "Energy-Related Business" "Information and Communications Business"	
(5)	Capital Stock	237,304 million yen	
(6)	Date of Establishment	May 25, 1959	
(7)	Major Shareholders and Shareholding Ratio (As of September 30, 2025)	The Master Trust Bank of Japan, Ltd. (Trust Account)	14.25%
		Japan Custody Bank, Ltd. (Trust Account)	6.68%
		Meiji Yasuda Life Insurance Company	4.35%
		Kyuei-kai	2.10%
		JP Morgan Securities Japan Co., Ltd.	1.96%
		The Fukuoka Bank, Ltd.	1.83%
		Nippon Life Insurance Company	1.65%
		THE BANK OF NEW YORK MELLON 140044 (Standing proxy: Settlement & Clearing Services Division, Mizuho Bank, Ltd.)	1.58%
		STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Settlement & Clearing Services Division, Mizuho Bank, Ltd.)	1.41%
		JP MORGAN CHASE BANK 385781 (Standing proxy: Mizuho Bank, Ltd. Settlement & Clearing Services Division)	1.39%
(8)	Relationship between the Listed Company and the Company Said	Capital Relationship	Not applicable.
		Personnel Relationship	Not applicable.
		Business Relationship	The Company has business transactions related to drone operations with Kyuden Drone Service Company, Limited, a group company of the planned allottee.
		Related Party Status	Not applicable.

(9) Consolidated Financial Results and Financial Position for the Past Three Years  
(Unit: million yen)

Fiscal Year	Fiscal Year Ended March 2023	Fiscal Year Ended March 2024	Fiscal Year Ended March 2025
Consolidated Net Assets	617,230	921,043	1,031,280
Consolidated Total Assets	5,603,678	5,727,240	5,774,025
Net Assets per Share (yen)	1,015.22	1,452.10	1,685.70
Consolidated Net Sales	2,221,300	2,139,447	2,356,833

Consolidated Operating Income (Loss)	(72,998)	254,919	199,564
Consolidated Ordinary Income (Loss)	(86,634)	238,161	194,669
Profit (Loss) Attributable to Owners of Parent	(56,429)	166,444	128,766
Basic Earnings (Loss) per Share (Yen)	(123.81)	342.30	260.14
Dividend per Share (Yen)	0.00	25.00	50.00

#### 4. Schedule

(1) Board of Directors Resolution Date	December 10, 2025
(2) Capital and Business Alliance Agreement Execution Date	December 10, 2025
(3) Payment Date for Third- Party Allotment	December 26, 2025 (planned)

#### 5. Future Outlook

While the impact of this capital and business alliance on the Company's consolidated financial results for the fiscal year ending July 2026 is expected to be minimal, we believe it will contribute to enhancing the corporate value and shareholder value of the Company Group in the medium to long term. We will promptly disclose any matters that should be announced in the future.

## II. Issuance of New Shares through Third-Party Allotment

#### 1. Overview of the Offering

(1) Payment Date	December 26, 2025
(2) Number of New Shares to be Issued	35,800 shares of common stock (0.19% of outstanding common shares)
(3) Issue Price	1,396 yen per share
(4) Amount of Funds to be Raised	49,976,800 yen

(5) Method of Offering or Allotment (Planned Allottee)	All shares will be allotted to Kyushu Electric Power Co., Inc. through Third-Party Allotment.
(6) Other	A securities notification for this Third-Party Allotment has been submitted pursuant to the Financial Instruments and Exchange Act.

## 2. Purpose and Reasons for the Offering

As described in "I. Overview of Capital and Business Alliance 1. Purpose and Reasons for Capital and Business Alliance" above, the Company has determined that the alliance is expected to be effective through specific discussions regarding the capital and business alliance with Kyushu Electric Power Co., Inc. While this offering will result in some dilution for existing shareholders, the Company has thoroughly considered the impact of dilution and believes that this offering will contribute to enhancing shareholder value. Furthermore, we have determined that the offering size and scale of share dilution are within reasonable limits, and we believe that strengthening our relationship with Kyushu Electric Power Co., Inc. through this capital and business alliance will contribute to enhancing our corporate value over the medium to long term.

## 3. Amount, Use, and Scheduled Timing of Expenditure of Funds to be Raised

### (1) Amount of Funds to be Raised

1. Total Amount to be Paid	49,976,800 yen
2. Estimated Amount of Various Expenses	450,000 yen
3. Estimated Net Proceeds	49,526,800 yen

(Note 1) The breakdown of the estimated amount of issuance expenses includes registration-related expenses such as attorney fees and registration license tax.

(Note 2) The estimated amount of issuance expenses does not include consumption tax, etc.

### (2) Specific uses of funds to be procured

Specific uses	Amount (million yen)	Expected timing of expenditure
- Sales and marketing expenses for establishing power infrastructure inspection model in the Kyushu area	14	January 2026 - July 2027
- Research and development expenses for drones, robots, and digital twin technologies tailored to power business	35	January 2026 - July 2027

(Note) Until the actual expenditure of the procured funds, they will be managed in a bank account.

#### 4. Rationale for Use of Funds

The Company intends to allocate the funds raised through this Third-Party Allotment to the uses described in "3. Amount, Use and Expected Timing of Expenditure of Funds to be Procured (2) Specific Uses of Funds to be Procured" above, and aims to expand its business. As a result, we believe that the use of funds from this Third-Party Allotment is reasonable, as it will lead to the enhancement of corporate value and medium- to long-term shareholder value through the realization of the Company's growth strategy, as well as the expansion of benefits for existing shareholders.

#### 5. Rationality of Issuance Terms

##### (1) Basis for calculation of payment amount and specific details

The payment amount for this Third-Party Allotment was set at 1,396 yen, which was the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the board of directors' resolution date for this Third-Party Allotment (December 9, 2025), after consultation with the planned allottee, Kyushu Electric Power. The reason for adopting the closing price on the business day immediately preceding the board resolution date as the calculation method for the payment amount of this Third-Party Allotment is that we determined that the recent stock price appropriately reflects the Company's objective corporate value at present, in accordance with the "Guidelines for Handling of Third-Party Allotment" of the Japan Securities Dealers Association.

Furthermore, the payment amount represents a discount of 3.52% from the simple average closing price of 1,447 yen (rounded to the nearest yen; the same shall apply to stock price calculations hereinafter) for the one month immediately preceding the business day immediately preceding the board of directors' resolution date for this Third-Party Allotment (December 9, 2025), a discount of 25.80% from the simple average closing price of 1,881 yen for the preceding three months (rounded to the third decimal place; the same shall apply to discount rate calculations hereinafter), and a discount of 25.14% from the simple average closing price of 1,865 yen for the preceding six months. In determining the payment amount for these shares, the Company's three corporate auditors have expressed their opinion that the basis for calculating the payment amount is reasonable for the same reasons as stated above, that it complies with the "Guidelines for Handling of Third-Party Allotment" of the Japan Securities Dealers Association, that it does not constitute a particularly advantageous payment amount for the planned allottee, and that the payment amount is legal.

##### (2) Rationale for determining that the number of shares to be issued and the scale of dilution are reasonable

Through this Third-Party Allotment, 35,800 shares (358 voting rights) will be allocated to the planned allottee, Kyushu Electric Power, which represents 0.19% of the Company's total issued shares of 18,896,600 (as of July 31, 2025) (0.19% of the total

voting rights of 188,678). This will result in a certain level of stock dilution. However, as stated in "I. Overview of the Capital and Business Alliance 1. Purpose and Reasons for the Capital and Business Alliance" above, the Company believes that strengthening the relationship between the Company and Kyushu Electric Power through this Third-Party Allotment, which is part of the capital and business alliance, is important for steadily promoting the business alliance based on the capital and business alliance agreement, and since this business alliance will contribute to improving the Company's business growth and profitability, it will lead to enhancement of the Company's medium- to long-term corporate value. Therefore, the Company has determined that the number of common shares to be issued and the scale of dilution through this Third-Party Allotment are reasonable.

## 6. Reasons for Selection of Allottee, etc.

### (1) Overview of the planned allottee

Please refer to "I. Overview of the Capital and Business Alliance 3. Overview of the Alliance Partner" above.

Furthermore, the planned allottee, Kyushu Electric Power, is listed on the Prime Market of the Tokyo Stock Exchange (hereinafter "TSE"), and their basic approach and system for eliminating anti-social forces are described in their "Corporate Governance Report" submitted to the TSE on July 1, 2025. After reviewing these contents and basic policies, the Company has determined that the planned allottee, Kyushu Electric Power, has no relationship with anti-social forces.

### (2) Reason for selecting the planned allottee

Please refer to "I. Overview of the Capital and Business Alliance 1. Purpose and Reasons for the Capital and Business Alliance" above.

### (3) Shareholding policy of the planned allottee

We have verbally confirmed with the planned allottee that they intend to hold the Company's common shares to be acquired through this Third-Party Allotment from a medium- to long-term perspective at present.

Furthermore, the Company plans to obtain a written commitment from the planned allottee agreeing that if they transfer all or part of the shares issued through this Third-Party Allotment within two years from the payment date, they will report the details to the Company in writing, the Company will report such information to the Tokyo Stock Exchange, and such reported information will be made available for public inspection.

### (4) Verification of the existence of assets related to payment by the planned allottee

The Company has confirmed that the planned allottee, Kyushu Electric Power, has sufficient funds for the payment, based on the status of total assets, net assets, and cash and deposits as stated in the consolidated balance sheet in their "102nd Interim Report (April 1, 2025 to September 30, 2025)" published on November 12, 2025.

## 7. Major Shareholders and Shareholding Ratios After the Offering

Before the Third-Party Allotment (as of July 31, 2025)		After the Third-Party Allotment	
Hongkyu Min	18.23%	Hongkyu Min	18.20%
East Japan Railway Company	11.73%	East Japan Railway Company	11.70%
Tetsuya Wada	4.23%	Tetsuya Wada	4.22%
Kosuke Nohira	3.38%	Kosuke Nohira	3.38%
Rakuten Securities Inc.	2.37%	Rakuten Securities Inc.	2.37%
Keisuke Ikeda	1.13%	Keisuke Ikeda	1.13%
Yuji Ogawa	1.09%	Yuji Ogawa	1.09%
TOPPAN Holdings Inc.	1.00%	TOPPAN Holdings Inc.	1.00%
SBI Securities Inc.	0.89%	SBI Securities Inc.	0.89%
Okano Valve Manufacturing Inc.	0.85%	Okano Valve Manufacturing Inc.	0.85%

(Note 1) The shareholding ratios before the Third-Party Allotment are based on the number of shares in the shareholder registry as of July 31, 2025.

(Note 2) After the Third-Party Allotment, the shareholding ratios are calculated based on 18,932,400 shares, which is the sum of the total number of issued shares (18,896,600) as of July 31, 2025, and the number of newly issued shares (35,800) through this Third-Party Allotment.

(Note 3) The shareholding ratios are truncated to two decimal places.

## 8. Future Outlook

Please refer to "5. Future Outlook" in "I. Overview of the Capital and Business Alliance" above.

## 9. Matters Related to Corporate Behavior Requirements

As this Third-Party Allotment (i) has a dilution rate of less than 25% and (ii) does not involve any change in controlling shareholders, it does not require obtaining an opinion from an independent third party or confirmation of shareholder intent as stipulated in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange.

## 10. Business Performance for the Past Three Years and Status of Equity Finance

(1) Business Performance for the Past Three Years (Consolidated) (Unit: millions of yen)

	Fiscal Year Ended July 2023	Fiscal Year Ended July 2024	Fiscal Year Ended July 2025
Consolidated Net Sales	379	815	1,406

Consolidated Operating Income (Loss)	(630)	(440)	(1,588)
Consolidated Ordinary Income (Loss)	(635)	(434)	46
Profit (Loss) Attributable to Owners of Parent	(641)	(437)	46
Basic earnings (loss) per share (yen)	(46.74)	(25.53)	2.44
Dividend per share (yen)	-	-	-
Net assets per share (yen)	(104.16)	45.66	48.28

(Note 1) Figures for the fiscal years ended July 2023 and July 2024 are from non-consolidated financial statements.

(Note 2) For the fiscal year ended July 2023, net assets per share was calculated by dividing the amount obtained by deducting the preferred stock payment amount from the year-end net assets by the number of outstanding shares at the end of the period. As the preferred stock payment amount exceeded the year-end net assets, the calculation resulted in a negative value.

(2) Status of issued shares and potential shares (as of December 10, 2025)

	Number of shares	Ratio to total issued shares
Total number of issued shares	18,896,600 shares	100.00%
Number of potential shares at current conversion (exercise) price	1,641,800 shares	8.69%

(Note) The above number of potential shares represents those related to the Company's stock option program.

(3) Recent stock price status

① Status for the past three years

	Fiscal Year Ended July 2023	Fiscal Year Ended July 2024	Fiscal Year Ended July 2025
Opening price	-	454 yen	459 yen
High	-	465 yen	2,081 yen
Low	-	352 yen	330 yen
Closing price	-	435 yen	1,677 yen

(Note) As the Company was listed on the Tokyo Stock Exchange Growth Market on July 29, 2024, there is no stock price information prior to this date.

② Status for the past six months

	June	July	August	September	October	November
Opening Price	1,400 yen	1,621 yen	1,659 yen	2,104 yen	2,550 yen	1,787 yen
High	1,979 yen	2,081 yen	2,309 yen	2,868 yen	2,555 yen	1,812 yen
Low	1,299 yen	1,511 yen	1,625 yen	2,055 yen	1,637 yen	1,214 yen
Closing Price	1,617 yen	1,677 yen	2,154 yen	2,563 yen	1,805 yen	1,398 yen

③ Share Price on the Business Day Prior to the Issuance Resolution Date

	December 9, 2025
Opening Price	1,449 yen
High	1,466 yen
Low	1,376 yen
Closing Price	1,396 yen

(4) Status of Equity Finance in the Last Three Years

① Public Offering (At the Time of Initial Public Offering)

Payment Date	July 26, 2024
Amount of Funds Raised	473,840 thousand yen (Net proceeds)
Issue Price	¥285.20 per share
Number of Issued Shares at Time of Offering	17,136,700 shares
Number of Shares Issued in This Offering	1,700,000 shares
Number of Issued Shares After the Offering	18,836,700 shares
Initial Purpose of Funds at Time of Issuance	① Purchase costs for server and equipment enhancement, ② Establishment costs for new offices, ③ Research and development expenses, ④ Personnel expenses and advertising expenses, and ⑤ Loan repayment

Planned Timing of Expenditure at Time of Issuance	<p>① Purchase costs for server and equipment enhancement 44,000 thousand yen (Fiscal Year July 2025: 12,000 thousand yen, Fiscal Year July 2026: 32,000 thousand yen)</p> <p>② Establishment costs for new offices 50,000 thousand yen (Fiscal Year July 2025: 50,000 thousand yen)</p> <p>③ Research and development expenses 310,000 thousand yen (Fiscal Year July 2025: 80,000 thousand yen, Fiscal Year July 2026: 230,000 thousand yen)</p> <p>④ Personnel expenses and advertising expenses</p> <ul style="list-style-type: none"> <li>• Personnel enhancement: 1 new hire planned for Fiscal Year July 2025 (10,000 thousand yen) and 3 new hires planned for Fiscal Year July 2026 (28,000 thousand yen), totaling 38,000 thousand yen</li> <li>• Advertising activities 5,380 thousand yen (Fiscal Year July 2025: 2,380 thousand yen, Fiscal Year July 2026: 3,000 thousand yen)</li> </ul> <p>⑤ Loan repayment 26,460 thousand yen to be allocated for partial principal repayment during Fiscal Year July 2025</p>
Current Status of Fund Allocation	<p>① Purchase costs for server and equipment enhancement 12,000 thousand yen</p> <p>② Establishment costs for new offices 52,000 thousand yen</p> <p>③ Research and development expenses 89,000 thousand yen</p> <p>④ Personnel expenses and advertising expenses</p> <ul style="list-style-type: none"> <li>• Personnel enhancement 10,000 thousand yen</li> <li>• Advertising activities 2,380 thousand yen</li> </ul> <p>⑤ Loan repayment 26,460 thousand yen</p> <p>The remaining amount will be allocated according to the above purposes within the planned expenditure period. Any changes in the use of funds or planned expenditure timing will be promptly disclosed.</p>

## 11. Terms of Issuance

(1) Type and Number of Shares to be Issued	35,800 shares of common stock
(2) Payment Amount	¥1,396 per share
(3) Total Payment Amount	¥49,976,800
(4) Increase in Capital Stock	¥24,988,400
(5) Amount of increase in capital reserve	24,988,400 yen
(6) Application Date	December 26, 2025 (planned)
(7) Payment Date	December 26, 2025 (planned)
(8) Offering or Allotment Method (Planned allottee)	All shares will be allotted to Kyushu Electric Power Co., Inc. through Third-Party Allotment.
(9) Other	A securities notification under the Financial Instruments and Exchange Act has been submitted for this Third-Party Allotment capital increase.