

Translation

Notice: This document has been translated from the Japanese original for reference purposes. In the event of any discrepancy between this translated document and the Japanese original, the latter shall prevail.

January 14, 2026

Company name: baudroie, inc.
Name of representative: Shigehiro Tominaga Representative
Director and President
(Securities code: 4413; TSE Market)
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Notice Regarding Acquisition of Shares of RIKSOL Inc.
(Making It a Subsidiary)

We hereby announce that, at the Board of Directors meeting held today, our company resolved to acquire all shares of RIKSOL Inc. (hereinafter referred to as "RIKSOL") and make it a consolidated subsidiary as outlined below.

1. Purpose of Share Acquisition and Share Exchange

The Company and its subsidiaries are engaged in business specializing in IT infrastructure in response to the diversification of social needs and advancements in technologies. Particularly, the baudroie Group focuses on advanced technologies in the IT infrastructure domain such as network virtualization (SDN), cloud computing, cybersecurity, wireless connectivity, and load balancing solutions.

RIKSOL is primarily engaged in providing comprehensive IT support services, mainly staffed by younger personnel. By joining our corporate group and sharing our knowledge, we believe RIKSOL will contribute to the future growth of our group's performance.

2. Overview of the Subsidiary to Be Transferred

① Name	RIKSOL Inc.
② Location	5F, Maruman Roppongi building, 3-4-33 Roppongi, Minato-ku, Tokyo
③ Title and name of Representative	Ken-ichi Hamanaka, Representative Director
④ Business	IT Solutions Business and others
⑤ Capital stock	10 million yen
⑥ Date of Establishment	May 25, 2015

⑦ Major Shareholders and Shareholding Ratios	TERRASOL Inc.: 65% Ken-ichi Hamanaka : 35%		
⑧ Relationship with the Company			
Capital relationship	None		
Personnel relationship	None		
Business relationship	There are minor business transactions between the Company and the counterparty, such as operational support.		
Status as related party	None		
⑨ Financial Results and Condition for the Past Three Fiscal Years			
	RIKSOL Inc.		
Fiscal Year End	April 2023	April 2024	April 2025
Net Assets	78	△140	△175
Total Assets	388	372	287
Net Assets per Share (JPY)	97,537.44	△175,024.80	△218,859.29
Revenue	1,139	1,296	1,317
Operating Profit	19	△90	△6
Net Income	27	△218	△35
Dividend per Share (JPY)	—	—	—

(Unit: Millions of Yen, unless otherwise noted)

3. Overview of the Share Acquisition

(1) Schedule for Share Acquisition

① Board resolution date	January 14,2026
② Execution date of share transfer agreement	January 14,2026
③ Scheduled completion date of share acquisition	January 14,2026

(2) Method of the Share Acquisition

We have entered into a share transfer agreement with the counterparty described in section (3) as of January 14, 2026, and plan to acquire common shares of RIKSOL on January 14, 2026.

(3) Overview of the Share Exchange

① Name	TERRASOL Inc.	
② Location	405, 3-2-10 Iida Bashi, Chiyoda-Ku, Tokyo	
③ Title and name of Representative	Katsumi Sano, Representative Director	
④ Business	Web marketing and others	
⑤ Capital stock	3 million yen	
⑥ Date of Establishment	May 29, 2023	
⑦ Net assets	This information is not disclosed at the request of the counterparty.	
⑧ Total assets	This information is not disclosed at the request of the counterparty.	
⑨ Relationship between the listed company and the individual	Capital relationship	None
	Personnel relationship	None
	Business relationship	None
	Status as related party	None

① Name	Ken-ichi Hamanaka
② Location	Hachioji City, Tokyo
③ Relationship between the listed company and the individual	None

(4) Number of Shares to be Acquired, Acquisition Cost, and Shareholding Status Before and After the Acquisition

① Number of shares held before the acquisition	0 shares (Voting rights ownership: 0%)
② Number of shares to be acquired	800 shares (Voting rights ownership: 100%)
③ Acquisition cost	Common shares of the company: 800 million yen Advisory fees and other costs (estimated): 3.2 million yen Total (estimated): 803.2 million yen
④ Number of shares held after the acquisition	800 shares (Voting rights ownership: 100%)

Note1: In determining the above acquisition price, we requested a valuation from PLUTUS CONSULTING Co. (hereinafter referred to as “PLUTUS CONSULTING”), an independent valuation firm. Based on the valuation results and subsequent discussions between both parties, we agreed on the acquisition price stated above. PLUTUS CONSULTING adopted the Discounted Cash Flow (DCF) method to calculate the per-share value of the target company.

Note2: We have agreed with the counterparty on an adjustment to the transfer consideration based on RIKSOL’s future business performance. Accordingly, there is a possibility that additional consideration may be paid depending on the performance of the business.

4. Future Outlook

As a result of this share acquisition, RIKSOL is expected to become consolidated subsidiaries of the Company from January 2026. The Company is currently assessing the impact of the transactions on its consolidated financial results. If any material matters requiring disclosure arise, they will be announced promptly.

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