



April 30, 2026

HODL1, inc.  
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## Notice Regarding the Solicitation of the 16th Series Stock Acquisition Rights and 17th Series Stock Acquisition Rights of HODL1, inc. to be Issued through Third-Party Allotment

The Company resolved at its Board of Directors meeting held on Thursday, April 30, 2026 to solicit subscriptions (hereinafter, the "Third-Party Allotment") for the 16th Series Stock Acquisition Rights of HODL1, inc. (the "16th SAR") and the 17th Series Stock Acquisition Rights of HODL1, inc. (the "17th SAR"; collectively, the "SARs" or "this Fundraising") through the third-party allotment method as described below, and hereby notifies interested parties of this resolution.

### 1. Overview of the Solicitation

(1)	Allotment Date	Tuesday, May 19, 2026
(2)	Total Number of SARs Issued	220,000 units 16th SAR: 160,000 units 17th SAR: 60,000 units
(3)	Issue Price	Total: JPY 26,200,000 (16th SAR: JPY 133 per unit; 17th SAR: JPY 82 per unit)
(4)	Potential Shares from this Issuance	22,000,000 shares (100 shares per unit) 16th SAR: 16,000,000 shares 17th SAR: 6,000,000 shares
(5)	Amount of Funds to be Raised	JPY 6,426,200,000 (Note) [Breakdown] SAR issuance proceeds: JPY 26,200,000 16th SAR issuance: JPY 21,280,000 17th SAR issuance: JPY 4,920,000 SAR exercise proceeds: JPY 6,400,000,000 16th SAR exercise: JPY 4,000,000,000

(6)	<b>Exercise Price</b>	17th SAR exercise: JPY 2,400,000,000										
		<p>16th SAR</p> <p>Exercise price: JPY 250 (fixed)</p> <p>The exercise price of the 16th SAR equals the simple average of the daily regular-session closing prices of the Company's shares on the Tokyo Stock Exchange ("TSE") for the one month up to the business day immediately preceding the Board of Directors meeting held on April 30, 2026.</p> <p>17th SAR</p> <p>Exercise price: JPY 400 (fixed)</p> <p>The exercise price of the 17th SAR equals 160% of JPY 250, the simple average closing price for the one month preceding the Board meeting described above.</p>										
(7)	<b>Solicitation/Allotment Method (including planned allottees)</b>	<p>Allotted through third-party allotment as follows:</p> <p>16th SAR:</p> <p>FC Finance Solution Fund No. 1 LPS: 160,000 units</p> <p>17th SAR:</p> <table border="0"> <tr> <td>Magil Co., Ltd.:</td> <td>25,000 units</td> </tr> <tr> <td>Fracton Ventures Inc.:</td> <td>2,500 units</td> </tr> <tr> <td>Hiroki Tahara:</td> <td>20,000 units</td> </tr> <tr> <td>Ryo Tanaka:</td> <td>10,000 units</td> </tr> <tr> <td>Toyotaka Sakai:</td> <td>2,500 units</td> </tr> </table>	Magil Co., Ltd.:	25,000 units	Fracton Ventures Inc.:	2,500 units	Hiroki Tahara:	20,000 units	Ryo Tanaka:	10,000 units	Toyotaka Sakai:	2,500 units
Magil Co., Ltd.:	25,000 units											
Fracton Ventures Inc.:	2,500 units											
Hiroki Tahara:	20,000 units											
Ryo Tanaka:	10,000 units											
Toyotaka Sakai:	2,500 units											
(8)	<b>Acquisition Provisions, Transfer Restrictions, and Other Material Information</b>	<p>① Acquisition Provisions</p> <p>16th SAR</p> <ol style="list-style-type: none"> <li>If the Board of Directors resolves that acquisition of the 16th SAR is necessary, the Company may, on or after November 15, 2026, acquire all remaining 16th SARs by giving 20 trading days' prior notice.</li> <li>If the shareholders' meeting approves a merger in which the Company is dissolved, or a share exchange or share transfer (collectively, "Organizational Restructuring") making the Company a wholly-owned subsidiary, the Company shall acquire all remaining 16th SARs by giving 20 trading days' prior notice.</li> <li>If the Company's shares are designated as supervised, specially cautioned, or delisted by the TSE, the Company shall, two weeks after such designation or decision, acquire all remaining 16th SARs at the subscription price per unit.</li> </ol> <p>17th SAR</p> <ol style="list-style-type: none"> <li>If the Board of Directors resolves that acquisition of the 17th SAR is necessary, the Company may, on or after November 15, 2026, acquire all remaining 17th SARs by giving 20 trading days' prior notice.</li> <li>If the shareholders' meeting approves an Organizational Restructuring, the Company shall acquire all remaining 17th SARs by giving 20 trading days' prior notice.</li> </ol>										

(9)	Other	<p>3. If the Company's shares are designated as supervised, specially cautioned, or delisted by the TSE, the Company shall, two weeks after such designation or decision, acquire all remaining 17th SARs at the subscription price per unit.</p> <p>② Transfer Restrictions</p> <p>16th SAR</p> <p>1. FC Finance Solution Fund No. 1 LPS may not transfer the 16th SAR to any third party other than the Company without Board approval.</p> <p>2. In the event of any such approved transfer, FC Finance Solution Fund No. 1 LPS must simultaneously transfer its position and all rights and obligations under the Purchase Agreement to the transferee. All subsequent transferees shall also be bound by such obligations.</p> <p>17th SAR</p> <p>1. The allottee may not transfer the 17th SAR to any third party other than the Company without Board approval.</p> <p>2. In the event of any such approved transfer, the allottee must simultaneously transfer its position and all rights and obligations under the relevant agreement to the transferee.</p>
		<p>16th SAR: Each provision above is conditioned upon the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act ("FIEA"). In addition, the Company plans to execute the "Purchase Agreement" including an exercise commitment clause.</p> <p>17th SAR: Each provision above is conditioned upon the effectiveness of the securities registration statement filed under the FIEA.</p>

(Note) The amount of funds to be raised is the sum of the aggregate subscription price of the SARs and the total proceeds assuming all SARs are exercised at the initial exercise price. The estimated net proceeds after deducting issuance expenses are approximately JPY 6,413,997,200. If the SARs are not exercised within the exercise period, or if SARs acquired by the Company are cancelled, the amount raised will decrease.

The terms and conditions of the SARs are attached at the end of this notice.

## 2. Purpose and Reasons for the Fundraising

### (1) Purpose and Reasons for the Fundraising

The Company Group, through fiscal year 2024, consisted of nine entities (the Company and eight consolidated subsidiaries), and had been pursuing a long-term vision called the "Blockchain Service Company Vision" through 2030, positioning the "Blockchain Services Business" as its core segment under the corporate philosophy of "promoting the social implementation of blockchain technology and contributing to its widespread adoption."

However, the then-Board of Directors resolved on February 3, 2025 to transfer shares of ZED Holdings ("ZEDHD"), a consolidated subsidiary, to CAICA Financial Holdings I

nc. ("Caica FHD") in lieu of repayment of borrowings (the "Transfer"). Since the Transfer had not received extraordinary shareholder approval under Article 467 of the Companies Act, the current Board of Directors has filed suit to challenge the validity of the Transfer (as announced on October 27, 2025). In parallel, as announced on October 20, 2025, the Company has filed suits against former directors, Caica FHD, and NCXX Group Inc. for a total of approximately JPY 3.3 billion. The Company is pursuing the invalidity of all transactions related to the subsidiary transfer and working to recover management control and the assets that were lost.

In response, the Company resumed its "Blockchain Development & Consulting Business" from June 1, 2025 as part of its efforts to rebuild its revenue base, and is actively cultivating clients and winning mandates. In this business, the Company leverages the expertise and technical capabilities in crypto assets and Web3 that it has built up over the years to provide blockchain development support and consulting services.

Net sales for FY2025 (November 1, 2024 to October 31, 2025) were JPY 26,550 thousand. In Q1 FY2026 (November 1, 2025 to January 31, 2026), the Company already recorded JPY 26,592 thousand—exceeding the full-year FY2025 figure—and order volume and utilization rates are progressing steadily. The FY2025 ordinary loss was JPY 453,968 thousand, while the Q1 FY2026 ordinary loss was JPY 90,653 thousand (19% of the full-year FY2025 loss), demonstrating successful cost reduction through AI adoption and other measures.

Furthermore, the Company aims to strengthen its internal capital generation through the Blockchain Development & Consulting Business while stabilizing its financial base through the Digital Asset Treasury (DAT) Business. In light of the progress of these initiatives, the Company plans going forward to consider the reconstruction of peripheral businesses including asset recovery and crypto asset exchange operations, and to work toward the overall re-growth of its business and enhancement of corporate value. The Company has decided to undertake this large-scale fundraising as the means to fund the promotion and development of the above businesses.

The 22,000,000 new shares (voting rights: 220,000 units) to be issued in connection with the SAR issuance represent 118.47% of the Company's total voting rights (185,695 units as of October 31, 2025), resulting in dilution of 25% or more.

As the issuance terms have been validated through a third-party valuation and a Special Committee opinion concluding that the terms do not constitute an advantageous issuance, the Company plans to implement this issuance by Board resolution pursuant to the Companies Act, the FIEA, the TSE Listing Rules, and other applicable laws and regulations, without requiring extraordinary shareholder approval.

The Board of Directors has made this decision carefully after conducting sufficient deliberation regarding the necessity of this fundraising, the reasonableness of its terms, and the impact on existing shareholders.

Through this fundraising, the Company will pursue both stabilization of its financial base and business growth, and will work to meet the expectations of all stakeholders, including existing shareholders, by realizing medium- to long-term enhancement of corporate value.

In addition, as announced in the notice dated October 10, 2025 entitled "Notice Regarding Issuance of New Shares through Third-Party Allotment," the Company carried out a third-party allotment with a payment date of October 28, 2025, raising JPY 198,664,000 after deducting issuance expenses. The status of the use of those proceeds as of the end of February 2026 is as follows.

Specific Use	Planned Amount (JPY)	Planned Expenditure Period	Amount Spent (JPY)	Actual Expenditure Period	Future Completion Date
① Business development expenses	74,560,000	Oct. 2025 - Sep. 2026	29,025,979	Oct. 2025 - Feb. 2026	Mar. - Aug. 2026
② Working capital (personnel costs, etc.)	74,560,000	Oct. 2025 - Sep. 2026	44,170,243	Oct. 2025 - Feb. 2026	Through Sep. 2026
③ Investigation and legal costs	49,544,000	Oct. 2025 - Sep. 2029	15,963,962	Oct. 2025 - Feb. 2026	Through Sep. 2029
Total	198,664,000		89,160,184		

Note ①: To refine the balance between yield and risk management in the Treasury business, 20 ETH was purchased in December 2025 and testing has commenced. In addition, contract reviews relating to vendor selection were completed by February 2026, and future expenditures are planned for usage fees related to the full introduction of wallets and business partnership PoC costs; the Company will proceed with the design, establishment, and introduction of the wallet.

Note ②: To strengthen governance, internal audit personnel, accounting and finance personnel, and legal and general affairs personnel were recruited and engaged through outsourcing during FY2025 as originally planned. Going forward, the Company will advance outsourcing and AI adoption to constrain expenditure.

Note ③: Investigation costs relating to company assets, as reported in the notice dated January 27, 2026 entitled "Receipt of Final Investigation Report from Investigator," have been fully paid following the completion of all investigations. Litigation is currently being prepared with respect to misconduct by former management as identified in the investigation report. Subject to the progress of the litigation, payments are scheduled to continue through September 2029.

## (2) Reasons for Adopting Stock Acquisition Rights as the Fundraising Method

This fundraising will be implemented by allotting the 16th SARs on a paid basis to FC Finance Solution Fund No. 1 LPS and allotting the 17th SARs on a paid basis to a'g il Co., Ltd., Fracton Ventures Inc. Hiroki Tahara, Ryo Tanaka, and Toyotaka Sakai.

Unlike so-called moving-strike convertible bonds (MSCBs) or moving-strike warrants, the SARs have both a fixed exercise price and a fixed number of underlying shares; neither will change due to future market price movements.

The number of shares underlying the SARs is also fixed at the number set forth in the terms and conditions from the time of issuance, and will not change due to future market price movements.

As stated above, the Company believes that by making investments to strengthen earnings power and reinforcing its financial position through this fundraising, it will contribute to the interests of shareholders through enhancement of corporate value over the medium to long term.

## (3) Overview of the Fundraising Structure

This fundraising works as follows: the Company simultaneously allots the 16th SAR and the 17th SAR—two series with different terms—to different planned allottees, and raises funds as the allottees exercise the SARs.

The exercise price of the 16th SAR is fixed at JPY 250, the simple average of the daily closing prices of the Company's common shares in regular-session trading on the TSE for the one month up to the business day immediately preceding the Board resolution date.

The exercise price of the 17th SAR is fixed at JPY 400, being 160% of JPY 250, the simple average closing price described above.

The maximum number of new Company common shares to be issued upon exercise of the SARs is 22,000,000 shares (16th SAR: 16,000,000 shares; 17th SAR: 6,000,000 shares) (voting rights: 220,000 units), representing dilution of 118.22% by share count and 118.47% by voting rights relative to the shares outstanding (18,608,733 shares) and total voting rights (185,695 units) as of October 31, 2025.

#### **(4) Reasons for Selecting Stock Acquisition Rights as the Fundraising Method**

After considering the [Merits], [Demerits], and [Comparison with Other Fundraising Methods] of the SARs described in (5) below, the Company concluded that this fundraising is the best currently available option to meet its financing needs as described in (1) above, while having due regard for the interests of existing shareholders.

#### **(5) Features of the SARs**

The Purchase Agreement is expected to include an exercise commitment by FC Finance Solution Fund No. 1 LPS in respect of the 16th SARs. Details are as follows.

##### **① 130% Exercise Commitment**

If the closing price of the Company's shares in market trading on the TSE on each of five consecutive trading days (excluding days without a closing price) exceeds JPY 325, being 130% of the exercise price (the last of such five trading days is referred to as the "Trigger Date (130% Exercise Commitment)"), then during the five consecutive trading days (excluding any Excluded Days) beginning on the trading day immediately following that Trigger Date, the Company may require FC Finance Solution Fund No. 1 LPS to exercise a number of 16th SARs equal to or greater than the cumulative total for that period of the lesser of the following (a) through (c) (adjusted for trading unit size and rounded down to the nearest applicable value):

(a) 50% of the trading volume of the Company's common shares on the TSE on the Trigger Date (130% Exercise Commitment);

(b) 50% of the average daily trading volume over the five consecutive trading days up to and including the Trigger Date (130% Exercise Commitment); and

(c) The total number of Company shares (up to a maximum of 1,148,016 shares) that Fund Corporate Investment Co., Ltd. has borrowed from A'gil Co., Ltd., Hiroki Tahara, and Kosuke Ito pursuant to a share lending agreement as of the Trigger Date.

"Excluded Day" means any day falling under any of the following:

(a) A period during which the Company's common shares are designated as supervised or delisted by the TSE;

(b) A trading day on which regular-session trading of the Company's common shares on the TSE did not take place for the entire day;

(c) A trading day on which regular-session trading of the Company's common shares concluded at the lower price limit (stop-low) set by the TSE (regardless of whether market trading of the Company's shares was settled by proportional allotment (stop allocation)); and

(d) A trading day on which JASDEC's system constraints prevented the securities transfer agent from accepting exercise requests for the SARs.

## **② 160% Exercise Commitment**

If the closing price of the Company's shares in regular-session trading on the TSE on each of five consecutive trading days (excluding days without a closing price) exceeds JPY 400, being 160% of the exercise price (the last of such five trading days is referred to as the "Trigger Date (160% Exercise Commitment)"), then during the five consecutive trading days (excluding any Excluded Days) beginning on the trading day immediately following that Trigger Date, the Company may require FC Finance Solution Fund No. 1 LPS to exercise a number of 16th SARs equal to or greater than the cumulative total for that period of the lesser of the following (a) through (c) (adjusted for trading unit size and rounded down to the nearest applicable value):

(a) 75% of the trading volume of the Company's common shares on the TSE on the Trigger Date (160% Exercise Commitment);

(b) 75% of the average daily trading volume over the five consecutive trading days up to and including the Trigger Date (160% Exercise Commitment); and

(c) The total number of Company shares (up to a maximum of 1,148,016 shares) that Fund Corporate Investment Co., Ltd. has borrowed from Aigil Co., Ltd., Hiroki Tahara, and Kosuke Ito pursuant to a share lending agreement as of the Trigger Date.

## **[Merits of the SARs]**

The SARs are structured to clarify the issuance terms by fixing both the exercise price and the number of underlying shares, making the degree of dilution and impact on shareholders predictable. The Company and the planned allottees have confirmed their shared understanding that, in exercising the SARs, they will exercise them as appropriate while taking into account the Company's funding needs and market conditions.

### **① Fixed Exercise Price and Number of Underlying Shares**

Unlike so-called MSCBs or moving-strike warrants, which have recently raised concerns in the market regarding their product design from the perspectives of market fairness and consideration for existing shareholders, the SARs have both a fixed exercise price and a fixed number of underlying shares. The exercise price of the 16th SAR is fixed at JPY 250 from the outset, and that of the 17th SAR is fixed at JPY 400, and neither will change due to future market price movements.

The number of shares underlying the SARs is also fixed at the number set forth in the terms and conditions from the time of issuance, and will not change due to future market price movements.

Note that, in the event of certain occurrences such as a stock split, both the exercise price and the number of underlying shares will be adjusted in accordance with the terms and conditions of the SARs.

### **② Acquisition Provision (Call)**

The SARs are structured so that, if the Board of Directors resolves that their acqu

dition is necessary, the Company may, on or after November 15, 2026, acquire all remaining SARs at the subscription price per unit on the acquisition date designated by the Board, upon giving 20 trading days' prior notice in accordance with Articles 273 and 274 of the Companies Act. This preserves flexibility in the Company's capital policy—for example, in the event that the Company's funding needs diminish or its capital policy changes in the future, the Company can prevent dilution by acquiring the SARs.

### ③ Transfer Restriction

The SARs are subject to a restriction requiring the Company's approval by Board resolution if a planned allottee wishes to transfer them to a third party. If the Company resolves to approve such a transfer, it will promptly disclose that fact.

## [Demerits of the SARs]

### ① Dilution of Existing Shares

If all SARs are exercised, 22,000,000 new shares will be issued, resulting in dilution of existing shares.

### ② Inability to Raise the Full Amount Upfront

As is characteristic of stock acquisition rights, funding only occurs upon exercise by the rights holders. Therefore, the full amount is not raised at the time of issuance, and depending on the exercise status, full funding may not ultimately be achieved.

### ③ Limited Access to a Broad Base of New Investors

Because this is a third-party allotment, it is only a contract between the Company and the planned allottees. Accordingly, the Company cannot benefit from access to funding from an unspecified large number of new investors as it could in a public offering.

## [Comparison with Other Fundraising Methods]

In connection with this fundraising, the Company considered the following alternatives: issuance of new shares through a public offering or rights offering; convertible bonds (CBs); rights issues (with and without underwriting commitment); bank loans, bonds, and subordinated debt; and moving-strike warrants.

<p><b>① New Share Issuance</b></p>	<p>(a) Public Offering: While a public offering is a method enabling the Company to raise funds from a broad base of investors, it requires significant time and cost for the selection of a lead underwriter, underwriting review, preparation of disclosure documents, and bookbuilding. Given that the Company carries a going-concern note in its financial statements and it is practically difficult for it to appoint a major securities company as lead underwriter or arranger, this method is not suited to the Company's situation requiring prompt fundraising and was deemed not appropriate.</p> <p>(b) Rights Offering: A rights offering tends to require more time and cost for solicitation procedures and administrative tasks than a third-party allotment, and it is difficult to predict in advance the subscription rate by shareholders, making it difficult to ensure a reliable level of funding. In addition, the potential impact on the share price may be greater, and accordingly this method was deemed not appropriate for the Company's fundraising.</p>
<p><b>② CBs (Convertible Bonds)</b></p>	<p>If conversions into shares do not proceed after issuance of convertible bonds with share acquisition rights (CBs), the Company would need to secure funds for repayment, but</p>

<b>with Share Acquisition Rights)</b>	the Company does not have sufficient assets to guarantee such repayment and there is a risk of adverse impact on financial soundness from increased liabilities. This method was therefore deemed not appropriate. Moving-strike CBs (MSCBs) were also not adopted because dilution can expand through a decline in the conversion price in a falling stock price environment, which was judged to have a significant impact on existing shareholders.
<b>③ Rights Issue (Rights Offering through Free Allotment of Share Acquisition Rights)</b>	With respect to commitment-type rights issues, there is little domestic precedent, uncertainty is high regarding underwriting terms and costs, and significant administrative burden and cost increases are anticipated. Non-commitment-type rights issues do not ensure certainty of funding and, given the Company's financial condition and recent operating results, the Company cannot implement them as the listing criteria and other requirements are not satisfied. Accordingly, this method was deemed not appropriate.
<b>④ Bank Loans, Bonds, and Subordinated Debt</b>	Bank borrowings are not realistic for the Company given constraints relating to the Company's relationship with its banking counterparties, credit facilities, and borrowing costs, and were deemed not appropriate. Bonds and subordinated debt also require significant time to implement and involve increased management costs, and as debt-based funding they risk adversely affecting financial soundness; these methods were therefore deemed not appropriate.
<b>⑤ Moving-Strike Warrants</b>	Moving-strike warrants may not allow the Company to raise sufficient funds depending on stock price trends, and dilution can expand through a decline in the exercise price in a falling stock price environment; this method was therefore deemed not appropriate as a means of stably satisfying the Company's funding needs.

### 3. Amount, Use of Proceeds, and Timing of Expenditure

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

<b>① Total subscription proceeds</b>	JPY 6,426,200,000
<b>② Estimated issuance expenses</b>	JPY 12,202,800
<b>③ Estimated net proceeds</b>	JPY 6,413,997,200

Note 1. The total subscription proceeds consist of (i) the aggregate of the 16th SAR subscription price and the proceeds from exercise of the 16th SARs (JPY 4,021,280,000) and (ii) the aggregate of the 17th SAR subscription price and the proceeds from exercise of the 17th SARs (JPY 2,404,920,000), totaling JPY 6,426,200,000.

Note 2. Estimated issuance expenses do not include consumption tax.

Note 3. Estimated issuance expenses consist of: SAR valuation fees (JPY 2,000 thousand), securities registration support fees (JPY 1,702 thousand), Special Committee fees (JPY 7,500 thousand), allottee due diligence fees (JPY 1,000 thousand), and other items.

Note 4. The total subscription proceeds are calculated assuming all SARs are exercised at the initial exercise price. If the SARs are not exercised within the exercise period or if SARs acquired by the Company are cancelled, the total subscription proceeds and estimated net proceeds will decrease.

Note 5. If there are changes in the environment surrounding the Company in the future, the use of proceeds or amounts may change depending on the circumstances at that time. If there are any changes in the use of proceeds or amounts, the Company will announce them promptly.

## (2) Specific Use of Proceeds

The estimated net proceeds from the issuance of SARs through third-party allotment total JPY 6,413,997,200, and the specific uses are planned as follows.

### <Specific Uses of Proceeds from SAR Issuance>

Specific Use	Amount (JPY)	Planned Expenditure Period
① ETH Purchase (HODL Business)	5,195,797,200	May 2026 - April 2031
② Ethereum Ecosystem Development (BUIDL Business)	863,200,000	May 2026 - April 2031
③ Management Foundation Strengthening	355,000,000	October 2026 - April 2031
Total	6,413,997,200	

(Note) Pending deployment to the above uses, the funds will be held in bank deposits.

### • Overall Description of the Funds to be Raised

In February 2026, the Company changed its name from Kushim, inc. to HODL1, inc., and is advancing a business transformation with the "HODL & BUIDL" strategy at its core. "HODL" is a term used in the crypto asset community to describe the stance of holding digital assets for the long term, and "BUIDL" refers to business activities that actively contribute to the development of the Ethereum ecosystem. The Company aims to create medium- to long-term corporate value by holding Ethereum (ETH) as a Digital Asset Treasury (digital asset reserve) for the long term, building an income-generating revenue base centered on staking, and advancing business activities that contribute to the development of the Ethereum ecosystem.

The Company's reasons for selecting Ethereum (ETH) as a long-term financial asset are as follows.

First, ETH is the native asset of the Ethereum network and plays a pivotal role in the smart contract and decentralized application (DApps) ecosystem, providing a basis for long-term demand. Ethereum serves as the core of the ecosystem across a wide range of areas including NFTs (non-fungible tokens), DAOs (decentralized autonomous organizations), and DeFi (decentralized finance) solutions as a programmable smart contract platform, and as of February 2026, Ethereum and its Layer 2 networks account for more than half of the TVL (Total Value Locked) in the DeFi sector, giving it overwhelming network effects as a smart contract platform.

Second, since ETH transitioned to a Proof of Stake (PoS) consensus mechanism in 2022, it has been possible to earn network rewards through staking. This is fundamentally different from speculative holding that merely expects price appreciation; it is an income-generating asset in which the held ETH itself generates protocol rewards. Annual staking yields are approximately 2.5-3.5% (as of February 2026). This is a fundamental difference from Bitcoin (BTC), which uses a Proof of Work (PoW) consensus mechanism. Unlike BTC, which requires investment in large-scale mining equipment to generat

e returns, ETH allows holders to continuously earn network rewards of approximately 2.5-3.5% per annum through staking.

Third, in addition to staking, ETH is an asset for which future expansion of earnings opportunities is anticipated through the development of restaking protocols (such as EigenLayer). Restaking refers to a mechanism for earning additional rewards by re-utilizing staked ETH to provide security for other networks and protocols, and is attracting attention as an earnings opportunity that extends from staking. The Company's current policy is to focus on earning returns through staking, but it may consider using restaking protocols once their maturity and safety have been sufficiently confirmed. While Bitcoin has in recent years seen attempts at staking-like mechanisms, since Bitcoin does not have a smart contract platform, indirect use through wrapping (Wrapped BTC, etc.) or bridges is the main approach, which involves counterparty risk and technical complexity. In contrast, ETH enables native staking and restaking on the Ethereum network, giving it advantages in terms of the depth of protocol-level earning means and ease of risk management. While the Company may consider utilizing DeFi protocols in the future, there are currently no specific plans for implementation. The potential for the expansion of management opportunities through protocols whose safety has been established in the future as the Ethereum ecosystem develops is recognized as one of the medium- to long-term advantages of selecting ETH.

Fourth, there is consistency with the Company's business strategy. Under the "HODL & BUIDL" strategy, the Company aims to create corporate value not only through holding crypto assets but through business activities that actively contribute to the development of the Ethereum ecosystem. Ethereum, as the largest smart contract platform, provides diverse business opportunities including validator node operation, staking, protocol development support, and collaboration with ecosystem projects, and the Company has determined that it is the most suitable ecosystem as the foundation for its "BUIDL" activities.

As described above, since ETH is simultaneously a "financial asset to be held" and an asset whose foundational value increases as economic activities on Ethereum expand, the Company aims to achieve medium- to long-term enhancement of corporate value by promoting the holding of ETH and the expansion of economic activities premised on Ethereum in a mutually complementary manner.

The Company aims for reconstruction and growth by fiscal year ending October 2028 with two pillars: the "HODL Business" and the "BUIDL Business." The approach is to advance in tandem the "HODL" strategy of building a financial base through long-term holding and management of crypto assets, and the "BUIDL" strategy of building stable revenues through blockchain-related planning and development support.

Numerical targets through fiscal year ending October 2028 include ETH holdings of JPY 30 billion, net sales of JPY 2 billion, and operating income of JPY 1.1 billion. For the HODL Business, the Company targets ETH holdings of JPY 30 billion, annual operating yield of JPY 1.2 billion, and annual operating profit of JPY 900 million; for the BUIDL Business, the targets are net sales of JPY 800 million and operating income of JPY 200 million. The plan assumes annual yield of approximately 4% from staking, DeFi, and similar activities, with no assumption of capital gains from ETH price appreciation.

This plan is built primarily around returns from holding and management without assuming capital gains from price appreciation.

The Company's market assessment is that while domestic blockchain and on-chain finance is still in its early stages, overseas developments such as RWA (real-world asset

s), tokenized securities, prediction markets, and AI Agent payments are advancing, and in line with these, domestic legal frameworks for crypto assets, expansion of the security token market, and utilization of stablecoins are expected to advance in Japan as well. Within this context, HODL positions Ethereum as the most suitable chain for financial infrastructure and aims to lead the implementation of on-chain finance in Japan.

#### **① ETH Purchase (HODL Business)**

The Company plans to allocate JPY 5,195,797,200 of the proceeds to the purchase of Ethereum (ETH). The acquired ETH will be held long-term as the Company's Digital Asset Treasury (digital asset reserve), and the Company will not engage in short-term trading for capital gains. Additionally, the Company intends not to use moving-strike warrants in future fundraising, and to conduct fundraising through share issuances and fixed-exercise-price stock acquisition rights that are conscious of existing shareholder value. The Company will acquire Ethereum in stages using the funds raised and manage it conservatively, centered on staking. The Company will not engage in high-risk management using leverage or purchase crypto assets using borrowed funds.

The Company positions Ethereum as its core asset and will proceed with its staged acquisition and holding.

Rather than simply holding ETH, the Company will build a sustainable revenue base by accumulating management income through staking and similar activities.

While the exercise periods of the 16th and 17th SARs are three years and five years respectively, the planned expenditure period is aligned with the exercise period of the 17th SAR. The reason is that the timing of investment of funds raised through SAR exercise depends largely on the external environment surrounding the HODL market at any given time and the Company's financial condition, and careful judgment of investment timing is required.

#### **② Ethereum Ecosystem Development (BUIDL Business)**

This business is a continuation of the "business development" item in the use of proceeds from the October 2025 fundraising. Of the items in the previous fundraising use of proceeds, wallet introduction, design, and audit response, operations infrastructure construction, and the securing of internal and external resources and creation of operations manuals have been implemented. The reason for the overlap in planned expenditure period from May through September 2026 is that (i) considering legal frameworks and tax benefits, the Company believes it is better to accelerate the introduction of the wallet business in Hong Kong, where the legal framework for crypto assets is more advanced than in Japan, and (ii) there is a need to quickly deploy "marketing (business promotion and external outreach)," which was not included in the purpose of the previous fundraising. The Company plans to fully introduce wallets approximately two months after the establishment of a Hong Kong entity (application to local authorities planned from May 2026).

The Company will advance the building of a revenue base through business activities in the Ethereum ecosystem (BUIDL), in addition to long-term holding of ETH (HODL). JPY 863,200,000 of the proceeds will be allocated to the following three areas.

Specifically, JPY 209,200,000 will be allocated to fund management and infrastructure; JPY 294,000,000 to business promotion and external outreach; and JPY 360,000,000 to talent acquisition and development of the operational structure.

Fund management and infrastructure aims to establish an operational foundation for the continuous execution of the Ethereum ecosystem development business and to ensure the safety, transparency, and accountability of crypto assets and related transactions in connection with that business. Specifically, the Company will begin introducing enterprise wallets from May 2026, and will establish access control design and multi-approval-based operational flows, log management and audit trail assurance, and operational monitoring systems, thereby reducing operational and security risks that may arise from ecosystem development activities. In addition, the Company will standardize daily, weekly, and monthly balance reconciliation and reporting, enabling reproducible operations in coordination with external parties. These are prerequisites for making Ethereum-related business activities viable as live operations, and the Company will advance the BUIDL business in an expandable manner through this infrastructure development.

Business promotion and external outreach aims to enhance the Company's presence in the Ethereum ecosystem and create business opportunities. Specifically, the Company will establish a marketing and PR structure and continuously disseminate information on its initiatives and achievements, while seeking to build brand recognition and trust through event participation and organization, advertising placement, and content production. The Company will also utilize the expertise of external personnel and external contractors in areas requiring specialized knowledge to ensure execution speed and quality. Furthermore, through participation in industry associations, the Company will advance monitoring of regulatory and market trends, information exchange and network expansion with stakeholders, and make recommendations regarding regulations, while reducing uncertainty in business promotion. Through these initiatives, the Company aims to expand collaboration opportunities within the ecosystem and thereby strengthen its business foundation and expand earnings opportunities.

Talent acquisition and development of the operational structure aims to establish a structure for the continuous execution and operation of Ethereum-related technology. Specifically, from May 2026, the Company will begin establishing a structure for project management and development personnel (PMs and engineers), securing personnel with expertise in security design and operational controls, and allocating personnel for fund management operations, thereby building a structure that supports both operations and development. In addition, the Company will accumulate operational improvements such as automation of monitoring, streamlining of operations, and standardization of reporting, thereby reducing dependence on individual employees. Furthermore, the Company will accumulate knowledge gained through live operations internally, and will work to establish the technical capabilities and execution capabilities that will serve as the foundation for future expansion into treasury support and related services.

In the BUIDL Business, the Company plans net sales of JPY 800 million and operating income of JPY 200 million by fiscal year ending October 2028. To achieve this, the Company will advance blockchain and Web3 planning and development support services targeting financial institutions, major SIFs, stablecoin issuers, crypto asset exchanges, and DAT companies as its primary customers. The plan is to accumulate stable revenues through consignment and quasi-mandate projects, with a focus on financial on-chain, stablecoins, security tokens, and compliance-oriented Layer 2 as key areas. In addition, the Company intends to identify new business seeds through support activities, and in the future to expand into proprietary businesses such as stablecoins, crypto asset intermediation, prediction markets, and DeFi.

While the exercise periods of the 16th and 17th SARs are three years and five years respectively, the planned expenditure period is aligned with the exercise period of t

he 17th SAR. The reason is that the timing of investment of funds raised through SAR exercise depends largely on the new technologies and the Company's financial condition at any given time as the Ethereum ecosystem penetrates society and technology evolves, and careful judgment of investment timing is required.

### **③ Management Foundation Strengthening**

The Company plans to allocate JPY 355,000,000 as operating expenses for maintaining and strengthening the management and administrative structure required for executing the "HODL & BUIDL" strategy and for appropriate management of the Company as a listed company. The Company is currently reconstructing the management structure and control environment that were damaged under the previous management, and it is an urgent management issue to establish a foundation that can operate the core functions of finance, legal, IR, audit, and risk management with reproducibility even with a small team, and thereby fulfill accountability as a listed company.

In the previous fundraising through third-party allotment in October 2025, JPY 74,560,000 was disclosed as "working capital (personnel costs, etc.)" with a planned expenditure period through September 2026. This "③ Management Foundation Strengthening" will be carried forward from the above "working capital (personnel costs, etc.)." The reason for the name change is that, having passed the initial stage of minimum staffing increases, the Company intends to actively recruit external experts and experienced talent and advance AI adoption to eliminate routine tasks as much as possible, in order to build a governance structure that is appropriate for a listed company.

Specifically, JPY 143,000,000 will be allocated to personnel costs, JPY 77,000,000 to general and administrative expenses, and JPY 135,000,000 to office rent and fit-out costs, totaling JPY 355,000,000. The planned expenditure period is from October 2026 through April 2031.

The Company lost its corporate headquarters administrative personnel and all of its subsidiaries due to an unexpected management change in 2025, and rebuilding a governance structure meeting the requirements for listed companies is also an urgent issue; the "Management Foundation Strengthening" expenditure includes costs for rebuilding the governance structure.

Personnel costs are intended to establish a structure for internal audit, accounting and finance, IR and legal, and labor and general affairs management functions, and to stably establish a practical foundation supporting settlement, disclosure, audit response, contract management, legal risk management, operation and improvement of internal controls, and accountability to shareholders and investors. In particular, through the development of internal audit functions, the Company will implement management of fund use, evidence management, standardization of business processes, and monitoring, and will enhance the effectiveness of internal controls including J-SOX compliance. Furthermore, by strengthening accounting and finance functions, the Company will advance early preparation of monthly and quarterly financial statements, ensuring consistency of balances and transactions, and preparation of audit support materials. Regarding IR and legal functions, the Company will strengthen its external responsiveness as a listed company, including improvement of disclosure quality, development of contracts and regulations, and initial response to litigation and risk matters and coordination with external experts. Regarding labor and general affairs functions, the Company will establish a foundation for continuous operation of controls through administration of job responsibilities and approval authorities, development of regulation, information management, and standardization of internal operations.

General and administrative expenses are intended to engage external experts necessary for consolidated accounting operations and audit response, and to build a timely and appropriate disclosure structure by improving numerical accuracy and schedule management. In addition, to accommodate diversification of future fundraising, the Company will outsource advisor services to trust banks and others with expertise in finance operations. To strengthen internal controls, the Company will invest in core systems for accounting, approval, and document management to achieve evidence management, standardization of approval processes, and operational efficiency.

Other general and administrative expenses include costs related to maintaining the base functions for business operations including administrative departments, and the Company will ensure a structure enabling audit response, management and storage of important documents, handling of highly confidential operations, and decision-making and business execution in emergencies, thereby enhancing the stability of business operations and control operations.

For office rent, the Company plans to relocate its headquarters office from around October 2026 to accommodate an increase in personnel and consolidation of functions. The relocation destination is within Minato-ku, Tokyo, in accordance with the Company's articles of incorporation.

Note that the above amounts are estimates at the present time and may change depending on the status of recruitment, the scope of use of external experts, and progress in business operations. If there is a change that is judged to be material, the Company will make timely and appropriate disclosure.

While the exercise periods of the 16th and 17th SARs are three years and five years respectively, the planned expenditure period is aligned with the exercise period of the 17th SAR. The reason is that, after building the governance structure, the Company intends to build a more efficient management foundation through the use of AI and external systems; therefore, depending largely on technological innovation and new products at any given time and the Company's financial condition, investment timing will be carefully judged, and accordingly the period has been aligned to five years.

#### **4. Rationale for Use of Proceeds**

By allocating the funds raised through the issuance of the SARs to the uses described in "3. Amount, Use of Proceeds, and Timing of Expenditure (2) Specific Use of Proceeds" above, the Company expects to enhance its business continuity and, by extension, serve the interests of investors and other parties. The Company has therefore determined that such use of proceeds is rational, as it is designed to achieve enhancement of corporate value and will contribute to improved revenues and profits and stable business expansion.

#### **5. Rationale for Issuance Terms**

##### **(1) Basis for Determining that Issuance Terms are Reasonable**

The Company requested Tokyo Financial Advisors Co., Ltd. (located at 1-11-28 Nagatacho, Chiyoda-ku, Tokyo; Representative Director: Gen Nose), a third-party valuation firm, to value the SARs. That firm applied the Monte Carlo simulation model, a commonly used pricing model, as the valuation methodology.

The firm also considered the current market environment as of the valuation date, and for the 16th SAR assumed the following parameters: the Company's share price trend; volatility of 92.02%; dividend yield of 0.0% (JPY 0 per share); term to expiration of 3 years; risk-free rate of 1.560%; market risk premium of 9.3%; beta against the index of 1.073; credit cost of 21.83%; and maximum daily sellable shares from exercise of 39,740 shares, while also taking into account the various terms set forth in the allotment agreement between the Company and the planned allottee.

For the 17th SAR, the firm assumed the following parameters: the Company's share price trend; volatility of 84.31%; dividend yield of 0.0% (JPY 0 per share); term to expiration of 5 years; risk-free rate of 1.876%; market risk premium of 9.3%; beta against the index of 1.127; credit cost of 21.83%; and maximum daily sellable shares from exercise of 341,200 shares, while also taking into account the various terms set forth in the allotment agreement.

With reference to the valuation of JPY 133 per unit for the 16th SAR and JPY 82 per unit for the 17th SAR calculated by the firm based on the above assumptions, and following negotiations with the planned allottees, the subscription price per unit was set at JPY 133 for the 16th SAR and JPY 82 for the 17th SAR.

The exercise price of JPY 250 for the 16th SAR represents the simple average of the closing prices of the Company's common shares in regular-session trading on the TSE for the one month up to the business day immediately preceding the Board resolution date of April 30, 2026. This exercise price of JPY 250 represents a 2% discount to the previous trading day's closing price of JPY 255, a 7% premium to the 3-month simple average closing price of the Company's common shares of JPY 234, and an 8% premium to the 6-month simple average closing price of JPY 231.

The exercise price of JPY 400 for the 17th SAR is JPY 250 multiplied by 160%, the reference price being the same JPY 250. The reference price of JPY 250 represents the same premium/discount relationship as described above for the 16th SAR. This is intended to reflect each allottee's commitment to exercise only after enhancement of corporate value.

The reason for adopting the simple average closing price for the preceding one-month period rather than the closing price on the day immediately before the resolution date is as follows: The Company is currently in a business restructuring phase in which it is rebuilding its business foundation, revenue structure, and internal management structure following the discontinuous management transition and loss of major subsidiaries in 2025. In addition, litigation risks related to past transactions exist, which means that information regarding the progress of restructuring measures, the status of litigation, capital policy, and earnings forecasts has a relatively large impact on the market, and the market price of the Company's shares may fluctuate significantly in the short term. Due to concerns about the high volatility for the above reasons, each planned allottee initially presented a 3-month or longer average share price at the start of negotiations. However, as the Company considered that the share price on the day before the resolution date could be said to most closely reflect corporate value, it continued negotiations and adopted the simple average closing price for the preceding one-month period as a normalized value that could minimize the impact of external factors to the extent possible and was within the acceptable range for each planned allottee.

The subscription price was determined after the firm calculated the fair value using the Monte Carlo simulation model, which is a commonly used methodology for valuing stock acquisition rights, taking into account events that may affect the fair value,

and the subscription price was confirmed to have been determined after negotiations with the planned allottees based on the valuation results. Accordingly, the Company determined that the issuance price of the SARs does not constitute an advantageous issuance and is an appropriate and reasonable price. The Company's one external director and all three audit and supervisory committee members (all three of whom are independent directors designated by the TSE) confirmed the following matters in light of the content of the terms and conditions of the SARs and the results of the valuation firm's calculation, and expressed the opinion that there are no material facts in violation of laws and regulations with respect to the directors' judgment that the issuance terms of the SARs do not constitute an advantageous issuance:

- Tokyo Financial Advisors Co., Ltd. has knowledge and experience in the valuation of stock acquisition rights and is considered to be independent from the Company's management and the planned allottees;
- In calculating the subscription price, Tokyo Financial Advisors Co., Ltd. calculated the fair value using the Monte Carlo simulation model, which is a commonly used methodology for valuing stock acquisition rights, taking into account preconditions such as the exercise price, the share price and volatility of the Company's common shares, and the exercise period, which may affect the fair value, and accordingly the valuation is considered to be a reasonable fair price; and
- The subscription price is equivalent to such valuation.

## **(2) Basis for Determining that the Number of Shares and the Scale of Dilution are Reasonable**

The potential shares from the SAR issuance amount to 22,000,000 shares (voting rights: 220,000 units), resulting in dilution of 118.22% by share count and 118.47% by voting rights relative to the shares outstanding (18,608,733 shares; voting rights: 185,695 units) as of October 31, 2025. In considering the issuance of the SARs, there were internal discussions about limiting the number of units to reduce the dilutive impact of the increase in potential shares; however, after confirming each planned allottee's wishes regarding the number of SARs to be allotted taking into account the current share price level and the required fundraising amount, the above number of units was determined.

With respect to this fundraising, the Company has confirmed with the purely investment-oriented planned allottees (FC Finance Solution Fund No. 1 LPS, a'gil Co., Ltd.) that, while shares acquired through exercise of the SARs may be sold based on their investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottees as necessary.

With respect to the other planned allottees (Fracton Ventures Inc., Hiroki Tahara, Ryo Tanaka, and Toyotaka Sakai), the Company has confirmed that, while shares acquired through exercise of the SARs may be partially sold based on their investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottees as necessary.

Based on the above confirmations, the Company has determined that, in principle, adverse effects on the secondary market from short-term or large-volume market sales of

Company common shares acquired through exercise of the SARs are not expected to occur.

The Company believes that allocating the funds raised through this fundraising to the uses described in "3. Amount, Use of Proceeds, and Timing of Expenditure (2) Specific Use of Proceeds" above to secure new revenue sources and strengthen the management foundation will ultimately lead to enhancement of corporate value, and will therefore serve the interests of the Company's existing shareholders. Accordingly, the Company has determined that the number of shares issued and the scale of dilution from the SAR issuance are within a reasonable range.

## 6. Reasons for Selection of Planned Allottees

### (1) Overview of Planned Allottees

#### ① FC Finance Solution Fund No. 1 LPS (16th SAR: 160,000 units)

(1) Name	FC Finance Solution Fund No. 1 LPS
(2) Location	C-604, 1-17 Tsurumaki, Tama-shi, Tokyo
(3) Legal Basis	Act on Investment Limited Partnerships
(4) Purpose	Investment business
(5) Established	February 27, 2026
(6) Committed Capital	JPY 300 million (as of April 28, 2026)
(7) Investors / Ratios / Overview	(General Partner) Fund Corporate Investment Co., Ltd. 0.03%  (Limited Partners) Consisting of 1 corporation and 3 individuals; specific names and ratios are withheld in accordance with the fund's policy (confidentiality obligations with investors).
(8) Overview of General Partner (GP)	Name: Fund Corporate Investment Co., Ltd. Location: 3-3-13 Nishi-Shinjuku, Shinjuku-ku, Tokyo Representative: Kosuke Kawai, Director Paid-in capital: JPY 100,000 Business: Investment business and investment advisory business
(9) Relationship with the Company	Relationship between the Company and the Fund: None. Relationship between the Company and the GP: None.

Note 1. The descriptions in the overview of planned allottees and the relationship between the submitter and the planned allottee are as of March 31, 2026, unless another date is specified.

Note 2. FC Finance Solution Fund No. 1 LPS was established in February 2026 and has no three-year performance record.

Note 3. The Company requested Accurate Advisors Co., Ltd. (located at Shinsaibashi East Buildi

ng 4F, 2-5-19 Minami-Semba, Chuo-ku, Osaka; Representative Director: Hiroki Kobayashi), a third-party organization, to investigate whether FC Finance Solution Fund No. 1 LPS and its officers and principal investors (collectively, the "Allottee-Related Parties") have any relationship with anti-social forces. As a result, no reports were received that any Allottee-Related Party is an anti-social force or has any relationship with anti-social forces. Accordingly, the Company has determined that the Allottee-Related Parties have no relationship whatsoever with anti-social forces, and has submitted a written confirmation to that effect to the TSE.

② a'gil Co., Ltd. (17th SAR: 25,000 units)

<b>a. Overview of Planned Allottee</b>	<b>Name</b>	a'gil Co., Ltd.
	<b>Head Office</b>	4F, DSt Momodani Building, 1-11-3 Dogashiba, Tennoji-ku, Osaka-shi, Osaka
	<b>Representative</b>	Masahiro Sakamoto, Representative Director
	<b>Paid-in Capital (as of March 31, 2026)</b>	JPY 8,000,000
	<b>Business</b>	Investment business
	<b>Principal Investors and Ratios</b>	Voting rights: 60% Masahiro Sakamoto / 40% Toshito Sakamoto Ownership ratio: 60% Masahiro Sakamoto / 40% Toshito Sakamoto
<b>b. Relationship between the Company and the Planned Allottee</b>	<b>Investment Relationship</b>	a'gil Co., Ltd. holds 862,000 Company common shares. Masahiro Sakamoto, Representative Director of a'gil Co., Ltd., held 719,000 Company common shares as of October 31, 2025.
	<b>Personnel Relationship</b>	There is no personnel relationship between the Company and a'gil Co., Ltd. There is also no personnel relationship between the Company's related parties and related companies and a'gil Co., Ltd.'s related parties and related companies.
	<b>Capital Relationship</b>	There is no material capital relationship between the Company and a'gil Co., Ltd. There is also no capital relationship between the Company's related parties and related companies and a'gil Co., Ltd.'s related parties and related companies.
	<b>Technical or Business Relationship</b>	There is no material business relationship between the Company and a'gil Co., Ltd. There is also no business relationship between the Company's related parties and related companies and a'gil Co., Ltd.'s related parties and related companies.

Operating Results and Financial Position (past 3 years) (JPY thousands)				
	Fiscal Year	FY2023 (Sep.)	FY2024 (Sep.)	FY2025 (Sep.)
Net Assets		217,447	481,308	562,656
Total Assets		240,691	682,629	870,798
Net Assets per Share (JPY)		1,504,320	4,266,433	5,442,489
Net Sales		0	0	418,023
Operating Income		-30,188	-83,029	104,832
Net Income		-32,014	263,860	81,348
EPS (JPY)		-2,000,923	1,649,129	508,429
Dividend per Share (JPY)		-	-	-

Note 1. The descriptions in the overview of planned allottees and the relationship between the submitter and the planned allottee are as of March 31, 2026, unless otherwise noted.

Note 2. The Company requested Accurate Advisors Co., Ltd. (address as above) to investigate whether the Allottee-Related Parties have any relationship with anti-social forces. No such reports were received, and the Company has determined that the Allottee-Related Parties have no relationship whatsoever with anti-social forces, and has submitted a written confirmation to that effect to the TSE.

### ③ Fracton Ventures Inc. (17th SAR: 2,500 units)

<b>a. Overview of Planned Allottee</b>	<b>Name</b>	Fracton Ventures Inc.
	<b>Head Office</b>	1-1-1 Nishi-Shinagawa, Shinagawa-ku, Tokyo
	<b>Representatives</b>	Yudai Suzuki and Toshihiko Kamei, Co-Representative Directors
	<b>Paid-in Capital (as of March 31, 2026)</b>	JPY 1,500,000
	<b>Business</b>	Cultivation, development, and research of protocols and projects contributing to the Ethereum ecosystem
	<b>Principal Investors and Ratios</b>	Voting rights and ownership ratio: 33.33% Yudai Suzuki / 33.33% Toshihiko Kamei / 33.33%

b. Relationship between the Company and the Planned Allottee	Investment Relationship	33% Naoki Akazawa
		There is no material investment relationship between the Company and Fracton Ventures Inc.. There is also no investment relationship between the Company's related parties and related companies and Fracton Ventures Inc.'s related parties and related companies.
	Personnel Relationship	Yudai Suzuki, Representative Director of Fracton Ventures Inc., serves as an advisor to the Company. There is no other personnel relationship between the Company's related parties and related companies and Fracton Ventures Inc.'s related parties and related companies.
	Capital Relationship	There is no material capital relationship between the Company and Fracton Ventures Inc. There is also no capital relationship between the Company's related parties and related companies and Fracton Ventures Inc.'s related parties and related companies.
	Technical or Business Relationship	The Company and Fracton Ventures Inc. have entered into a basic agreement for the promotion of the Company's crypto asset treasury business and support of the Ethereum community, and are jointly advancing transparency improvement, technical research, and education and awareness activities in the Company's treasury business promotion. There is no business relationship between the Company's related parties and related companies and Fracton Ventures Inc.'s related parties and related companies.

Operating Results and Financial Position (past 3 years) (JPY thousands)			
Fiscal Year	FY2023 (Dec.)	FY2024 (Dec.)	FY2025 (Dec.)
Net Assets	-10,113	7,406	-33,629
Total Assets	16,068	48,008	11,155
Net Assets per Share (JPY)	-67	49	-224
Net Sales	65,265	109,140	19,393

Operating Income	-24,028	14,954	-41,647
Net Income	-20,600	17,519	-41,036
EPS (JPY)	-137	116	-273
Dividend per Share (JPY)	-	-	-

Note 1. The descriptions in the overview of planned allottees and the relationship between the submitter and the planned allottee are as of March 31, 2026, unless otherwise noted.

Note 2. The Company requested Accurate Advisors Co., Ltd. and D-Quest Co., Ltd. (located at Ryumeikan Honten Building 5F, 3-4 Kanda-Surugadai, Chiyoda-ku, Tokyo; Representative Director: Taisuke Wakiyama) to investigate whether the Allottee-Related Parties have any relationship with anti-social forces. No such reports were received, and the Company has determined that the Allottee-Related Parties have no relationship whatsoever with anti-social forces, and has submitted a written confirmation to that effect to the TSE.

#### ④ Hiroki Tahara (17th SAR: 20,000 units)

<b>a. Overview of Planned Allottee</b>	<b>Name</b>	Hiroki Tahara
	<b>Address</b>	Setagaya-ku, Tokyo
	<b>Occupation</b>	Representative Director & CEO, HODLI, inc. / Representative Director & President, Kushim Insight, Inc.
<b>b. Relationship between the Company and the Individual</b>	<b>Investment Relationship</b>	Hiroki Tahara holds 315,400 Company common shares.
	<b>Personnel Relationship</b>	Hiroki Tahara serves as Representative Director & CEO of the Company, and also serves as Representative Director & President of Kushim Insight, Inc., a wholly owned subsidiary of the Company. There is no personnel relationship between the Company's related parties and related companies and Hiroki Tahara's related parties and close relatives.
	<b>Capital Relationship</b>	There is no material capital relationship between the Company and Hiroki Tahara. There is also no capital relationship between the Company's related parties and related companies and Hiroki Tahara's related parties and close relatives.
	<b>Technical or Business Relationship</b>	There is no material business relationship between the Company and Hiroki Tahara. There is also no business relationship between the Company's related parties and related c

		companies and Hiroki Tahara's related parties and close relatives.
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Note 1. The descriptions in the overview of planned allottees and the relationship between the submitter and the planned allottee are as of March 31, 2026, unless otherwise noted.

Note 2. The Company requested D-Quest Co., Ltd. to investigate whether the planned allottee has any relationship with anti-social forces. No such report was received, and the Company has determined that the planned allottee has no relationship whatsoever with anti-social forces, and has submitted a written confirmation to that effect to the TSE.

⑤ Ryo Tanaka (17th SAR: 10,000 units)

<b>a. Overview of Planned Allottee</b>	<b>Name</b>	Ryo Tanaka
	<b>Address</b>	Zushi-shi, Kanagawa
	<b>Occupation</b>	Director & CSO, HODL1, inc. / Director, Kushim Insight, Inc.
<b>b. Relationship between the Company and the Individual</b>	<b>Investment Relationship</b>	There is no material investment relationship between the Company and Ryo Tanaka. There is also no investment relationship between the Company's related parties and related companies and Ryo Tanaka's related parties and close relatives.
	<b>Personnel Relationship</b>	Ryo Tanaka serves as Director & CSO of the Company, and also serves as Director of Kushim Insight, Inc., a wholly owned subsidiary of the Company. There is no other personnel relationship between the Company's related parties and related companies and Ryo Tanaka's related parties and close relatives.
	<b>Capital Relationship</b>	There is no material capital relationship between the Company and Ryo Tanaka. There is also no capital relationship between the Company's related parties and related companies and Ryo Tanaka's related parties and close relatives.
	<b>Technical or Business Relationship</b>	There is no material business relationship between the Company and Ryo Tanaka. There is also no business relationship between the Company's related parties and related companies and Ryo Tanaka's related parties and close relatives.

Note 1. The descriptions in the overview of planned allottees and the relationship between the submitter and the planned allottee are as of March 31, 2026, unless otherwise noted.

Note 2. The Company requested D-Quest Co., Ltd. to investigate whether the planned allottee has

s any relationship with anti-social forces. No such report was received, and the Company has determined that the planned allottee has no relationship whatsoever with anti-social forces, and has submitted a written confirmation to that effect to the TSE.

⑥ Toyotaka Sakai (17th SAR: 2,500 units)

a. Overview of Planned Allottee	Name	Toyotaka Sakai
	Address	Kawasaki-shi, Kanagawa
	Occupation	Professor, Faculty of Economics, Keio University
b. Relationship between the Company and the Individual	Investment Relationship	There is no material investment relationship between the Company and Toyotaka Sakai. There is also no investment relationship between the Company's related parties and related companies and Toyotaka Sakai's related parties and close relatives.
	Personnel Relationship	There is no material personnel relationship between the Company and Toyotaka Sakai. There is also no personnel relationship between the Company's related parties and related companies and Toyotaka Sakai's related parties and close relatives.
	Capital Relationship	There is no material capital relationship between the Company and Toyotaka Sakai. There is also no capital relationship between the Company's related parties and related companies and Toyotaka Sakai's related parties and close relatives.
	Technical or Business Relationship	There is no material business relationship between the Company and Toyotaka Sakai. There is also no business relationship between the Company's related parties and related companies and Toyotaka Sakai's related parties and close relatives.

Note 1. The descriptions in the overview of planned allottees and the relationship between the submitter and the planned allottee are as of March 31, 2026, unless otherwise noted.

Note 2. The Company requested Accurate Advisors Co., Ltd. to investigate whether the planned allottee has any relationship with anti-social forces. No such report was received, and the Company has determined that the planned allottee has no relationship whatsoever with anti-social forces, and has submitted a written confirmation to that effect to the TSE.

(2) Reasons for Selection of Planned Allottees

① FC Finance Solution Fund No. 1 LPS

The Company needs to secure capital in an agile and reliable manner for the reconstruction of its business and governance structure and the advancement of its HODL and

BUIDL strategies. At the same time, in some situations it may be difficult to fully meet funding demands while having due regard for the dilutive impact on existing shareholders and market impact if capital is raised solely through a one-time share issuance. Therefore, the Company also considered the issuance of SARs through fundraising as a means of securing capital in stages as and when required, depending on timing of funding needs and market conditions.

Kosuke Kawai, Representative Director of Fund Corporate Investment Co., Ltd. (the GP of the planned allottee), was introduced to the Company by Nakazawa-san, Representative Director of Fund Crowd Co., Ltd., through whom the Company's Representative Director & CEO Tahara became acquainted while visiting multiple prospective investment underwriters toward the end of last year.

Kawai and Tahara held multiple meetings and telephone conferences on December 22, 2025, December 23, 2025, December 30, 2025, January 14, 2026, and January 20, 2026, to discuss the Company's management, governance improvement status, and fundraising. Through these meetings, the planned allottee expressed support for the Company's reconstruction policy, and was evaluated as the counterparty that could provide funding most promptly and reliably compared to multiple other candidates.

In selecting the planned allottee, the Company placed emphasis on the following criteria: (i) the ability to understand the purpose of the Company's fundraising and the structure of the scheme and to be expected to exercise the SARs and dispose of shares in a manner considerate of market conditions; (ii) high probability of payment of the SAR subscription price and payment upon future exercise; and (iii) the ability to conduct appropriate verification from the perspective of compliance and exclusion of anti-social forces.

The Company held negotiations with multiple candidates, but many required considerable time for investment decisions or had issues with the reliability of capital provision, making it difficult to secure capital within the timeframe required by the Company. Among these candidates, the planned allottee demonstrated understanding of the Company's policy and, following repeated discussions of the scheme's terms, presented a proposal with high feasibility relative to the Company's funding needs.

For the above reasons, the Company determined that the LPS organized by Fund Corporate Investment Co., Ltd. is the most suitable planned allottee for the 16th SAR and selected it accordingly.

## ② a'gil Co., Ltd.

The Company became acquainted with Masahiro Sakamoto, Representative Director of a'gil Co., Ltd. ("Sakamoto"), as a result of Sakamoto, the Company's second largest shareholder at the time, supporting Hiroki Tahara's (the current Representative Director & CEO's) efforts to convene an extraordinary general meeting as the Company's third largest individual shareholder, during a period when the then-management of the then-Kushim, inc., Ltd. had publicly announced a resolution recommending Hiroki Tahara's resignation as a director and a decision to establish an investigation committee to investigate alleged misconduct including information leakage by Hiroki Tahara (as announced on November 25, 2024).

Stemming from that encounter, Sakamoto provided broad advice contributing to the Company's governance improvement, drawing on his many years of management experience running multiple companies in different industries and his deep knowledge of various laws and regulations, and he was selected as the underwriter of the third-party allotment implemented on October 28, 2025. No advisor agreement or other agreement has been entered into between the Company or Hiroki Tahara personally and Sakamoto.

Furthermore, all of the misconduct alleged in the notice dated November 25, 2024 as the basis for the decision was entirely denied in the final investigation report, as reported in the notice dated January 27, 2026.

In connection with the current SAR issuance as well, consultations regarding the required funding were commenced on December 12, 2025, and meetings were held on January 26, 2026 and February 28, 2026 to explain the Company's management, governance improvement status, and fundraising. Through these meetings, the Company placed emphasis on: (i) the ability to understand the purpose of the Company's fundraising and the structure of the scheme and to be expected to exercise the SARs and dispose of shares in a manner considerate of market conditions; (ii) high probability of payment of the SAR subscription price and payment upon future exercise; and (iii) the ability to conduct appropriate verification from the perspective of compliance and exclusion of anti-social forces, and these criteria were understood by the planned allottee.

The Company held negotiations with multiple candidates, but many required considerable time for investment decisions or had issues with the reliability of capital provision, making it difficult to secure capital within the timeframe required by the Company. Among these candidates, the planned allottee demonstrated understanding of the Company's policy and, following repeated discussions of the scheme's terms, presented a proposal with high feasibility relative to the Company's funding needs.

For the above reasons, the Company determined that a'gil Co., Ltd. is the most suitable planned allottee for the SARs and selected it accordingly.

### **③ Fracton Ventures Inc.**

As announced in the notice dated January 15, 2026 entitled "Notice of Execution of Basic Agreement with Fracton Ventures Inc. for Promotion of Crypto Asset Treasury Business and Support of Ethereum Community," the Company has been jointly advancing transparency improvement, technical research, and education and awareness activities in the Company's treasury business with Fracton Ventures Inc. The Company believes that by selecting Fracton Ventures Inc. as a SAR underwriter on the basis of the existing business alliance, an even stronger cooperative structure can be built.

The Company's Representative Director & CEO Tahara had known Yudai Suzuki and Toshiko Kamei, Representative Directors of Fracton Ventures Inc., from within the blockchain industry even before Fracton Ventures Inc. was established, and the partnership was formed through the execution of the above basic agreement. Consultations regarding the current SARs were commenced on January 10, 2026, and through continued communication including the provision of materials and telephone calls, Fracton Ventures Inc. understood the Company's management and governance improvement status at a meeting on March 20, 2026, and agreed to the fundraising. Through these meetings, the Company placed emphasis on: (i) the ability to understand the purpose of the Company's fundraising and the structure of the scheme and to be expected to exercise the SARs and dispose of shares in a manner considerate of market conditions; (ii) high probability of payment of the SAR subscription price and payment upon future exercise; and (iii) the ability to conduct appropriate verification from the perspective of compliance and exclusion of anti-social forces, and these criteria were understood by the planned allottee.

The Company held negotiations with multiple candidates, but many required considerable time for investment decisions or had issues with the reliability of capital provision, making it difficult to secure capital within the timeframe required by the Company. The planned allottee not only demonstrated potential for strengthening business collaboration, but also demonstrated understanding of the Company's policy and, follo

wing repeated discussions of the scheme's terms, presented a proposal with high feasibility relative to the Company's funding needs.

For the above reasons, the Company determined that Fracton Ventures Inc. is the most suitable planned allottee for the SARs and selected it accordingly.

#### **④ Hiroki Tahara**

Hiroki Tahara has extensive experience as a business executive in the "Blockchain Services Business," which is the Company's core segment, including serving as Representative Director & CTO of Turingum K.K., and has served as Representative Director of the Company since April 2025.

The Company selected Hiroki Tahara as the planned allottee for the 17th SAR in order to demonstrate a perpetual commitment to the medium- to long-term enhancement of the Company's corporate value and to further enhance the effectiveness of the governance structure.

#### **⑤ Ryo Tanaka**

Ryo Tanaka is well-versed in marketing and blockchain technology as Representative Director of Turingum K.K., and has served as Director of the Company since April 2025.

The Company selected Ryo Tanaka as the planned allottee for the SAR in order to demonstrate a perpetual commitment to the medium- to long-term enhancement of the Company's corporate value and to further enhance the effectiveness of the governance structure.

#### **⑥ Toyotaka Sakai**

Toyotaka Sakai has been a Company shareholder from the beginning, and the Company consulted him regarding the current SARs given the background of Sakai's past project involvement with Representative Director & CEO Tahara. The Company does not view blockchain technology solely as a "trading infrastructure for crypto assets," but rather as a "new financial infrastructure" that will permeate broadly throughout society. The Company believes that by utilizing the Company's knowledge and technology as a venue for the social implementation of Sakai's research theme, it will contribute to the Company's goal of "realizing the Ethereum ecosystem as social infrastructure," and intends to build an even stronger partnership through Sakai's expected future appointment as a Company advisor. Accordingly, the Company determined that Toyotaka Sakai is the most suitable planned allottee for the SAR and selected him accordingly.

### **(3) Allottees' Holding Policies**

#### **① FC Finance Solution Fund No. 1 LPS**

There are no arrangements between the Company and the planned allottee regarding continued holding or custody of the 16th SARs. The Company confirmed with the planned allottee on January 20, 2026, through Representative Director & CEO Tahara, that the planned allottee's holding policy is pure investment.

In addition, the Company has confirmed that, while shares acquired through exercise of the 16th SARs by the planned allottee may be sold based on the planned allottee's investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottee as necessary.

Regarding the 16th SARs, the allotment agreement is expected to include a provision

requiring Board approval for any transfer. If an application for transfer of all or part of the 16th SARs is received from the planned allottee, the Company will verify the nature of the proposed transferee, the source of funds for payment upon exercise of the 16th SARs, and the holding policy for shares acquired through exercise, and will only approve the transfer if the Company determines the proposed transferee is appropriate. If such approval is given, the Company will promptly disclose the approval and the details of the transfer.

**② a'gil Co., Ltd.**

There are no arrangements between the Company and the planned allottee regarding continued holding or custody of the 17th SARs. The Company confirmed with the planned allottee on January 20, 2026, through Representative Director & CEO Tahara, that the planned allottee's holding policy is pure investment.

In addition, the Company has confirmed that, while shares acquired through exercise of the 17th SARs by the planned allottee may be sold based on the planned allottee's investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottee as necessary.

Regarding the 17th SARs, the allotment agreement is expected to include a provision requiring Board approval for any transfer. If an application for transfer of all or part of the 17th SARs is received, the Company will verify the nature of the proposed transferee, the source of funds for payment upon exercise, and the holding policy for shares acquired through exercise, and will only approve the transfer if the Company determines the proposed transferee is appropriate. If such approval is given, the Company will promptly disclose the approval and the details of the transfer.

**③ Fracton Ventures Inc.**

There are no arrangements between the Company and the planned allottee regarding continued holding or custody of the 17th SARs. The Company confirmed with the planned allottee on March 20, 2026, through Representative Director & CEO Tahara, that the planned allottee's holding policy is a medium- to long-term investment for the purpose of strengthening business collaboration with the Company, with the intent to partially sell and purchase shares once the Company's growth is realized.

In addition, the Company has confirmed that, while shares acquired through exercise of the 17th SARs by the planned allottee may be partially sold based on the planned allottee's investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact, and that the planned allottee intends to hold some shares for the long term. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottee as necessary.

Regarding the 17th SARs, the allotment agreement is expected to include a provision requiring Board approval for any transfer. If an application for transfer of all or part of the SARs is received, the Company will verify the nature of the proposed transferee, the source of funds for payment upon exercise, and the holding policy for shares acquired through exercise, and will only approve the transfer if the Company determines the proposed transferee is appropriate. If such approval is given, the Company will promptly disclose the approval and the details of the transfer.

**④ Hiroki Tahara**

There are no arrangements between the Company and Hiroki Tahara regarding continued holding or custody of the 17th SARs. The Company confirmed with the planned allottee

on March 15, 2026, through COO Oshima and CFO Takenaka, that the planned allottee's holding policy is a commitment to working toward enhancing the Company's corporate value, with long-term holding as the purpose in pursuance of sustainable growth of the Company.

In addition, the Company has confirmed that, while shares acquired through exercise of the 17th SARs by the planned allottee may be sold based on the planned allottee's investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottee as necessary.

Regarding the 17th SARs, the allotment agreement is expected to include a provision requiring Board approval for any transfer. If an application for transfer of all or part of the SARs is received, the Company will verify the nature of the proposed transferee, the source of funds for payment upon exercise, and the holding policy for shares acquired through exercise, and will only approve the transfer if the Company determines the proposed transferee is appropriate. If such approval is given, the Company will promptly disclose the approval and the details of the transfer.

#### **⑤ Ryo Tanaka**

There are no arrangements between the Company and Ryo Tanaka regarding continued holding or custody of the 17th SARs. The Company confirmed with the planned allottee on March 15, 2026, through COO Oshima and CFO Takenaka, that the planned allottee's holding policy is a commitment to working toward enhancing the Company's corporate value, with long-term holding as the purpose in pursuance of sustainable growth of the Company.

In addition, the Company has confirmed that, while shares acquired through exercise of the 17th SARs by the planned allottee may be sold based on the planned allottee's investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market and to share information with the planned allottee as necessary.

Regarding the 17th SARs, the allotment agreement is expected to include a provision requiring Board approval for any transfer. If an application for transfer of all or part of the SARs is received, the Company will verify the nature of the proposed transferee, the source of funds for payment upon exercise, and the holding policy for shares acquired through exercise, and will only approve the transfer if the Company determines the proposed transferee is appropriate. If such approval is given, the Company will promptly disclose the approval and the details of the transfer.

#### **⑥ Toyotaka Sakai**

There are no arrangements between the Company and Toyotaka Sakai regarding continued holding or custody of the 17th SARs. The Company confirmed with the planned allottee on March 20, 2026, through COO Oshima, that the planned allottee's holding policy is a medium- to long-term investment for the purpose of promoting collaboration with the Company, with the intent to partially sell and purchase shares once the Company's growth is realized.

In addition, the Company has confirmed that, while shares acquired through exercise of the 17th SARs by the planned allottee may be partially sold based on the planned allottee's investment judgment, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market a

nd to share information with the planned allottee as necessary.

Regarding the 17th SARs, the allotment agreement is expected to include a provision requiring Board approval for any transfer. If an application for transfer of all or part of the SARs is received, the Company will verify the nature of the proposed transferee, the source of funds for payment upon exercise, and the holding policy for shares acquired through exercise, and will only approve the transfer if the Company determines the proposed transferee is appropriate. If such approval is given, the Company will promptly disclose the approval and the details of the transfer.

#### **(4) Confirmation of Allottees' Financial Resources for Payment**

##### **① FC Finance Solution Fund No. 1 LPS**

The Company has determined, based on the LPA shared by the planned allottee, which requires limited partners to pay aggregate capital contributions of JPY 300 million, that the planned allottee has secured funds for payment upon exercise.

As the exercise of the 16th SARs is expected to be carried out in stages with consideration for market conditions, with the funds recovered through the sale of shares acquired upon exercise, the Company has determined, taking into account the planned allottee's financial condition and the structure of the scheme, that the funds for payment upon exercise of the 16th SARs can also be reasonably secured.

##### **② a'gil Co., Ltd.**

The Company received a confirmation from Masahiro Sakamoto, Representative Director of the planned allottee, via telephone on March 21, 2026 through Representative Director & CEO Tahara, that the funds required for the current payment are the planned allottee's own funds and that the funds required for the total subscription payment for the 17th SARs have been secured. The Company has also verified the basis for such funds through meetings with the planned allottee and the bank account transaction statements for the period from November 25, 2025 to March 23, 2026, as received from the planned allottee, together with the financial statements for the past three fiscal years, and has determined that there is no obstacle to payment.

Regarding the funds required for exercise of the 17th SARs, the Company has confirmed that the planned allottee intends to secure such funds by extending the repayment period of the monetary loan agreement entered into between the planned allottee and Junki Hirakawa on June 25, 2025, beyond the original maturity date of July 1, 2027.

As of the date of this notice, the Company has not obtained a written confirmation regarding the extension of the repayment period of such monetary loan agreement; however, the Company has received an explanation from the planned allottee that Junki Hirakawa has verbally agreed to the extension. Furthermore, since the exercise of the 17th SARs is expected to be carried out in stages with consideration for market conditions, with the funds recovered through the sale of shares acquired upon exercise, the Company has determined, taking into account the planned allottee's financial condition and the structure of the scheme, that the funds for payment upon exercise of the 17th SARs can also be reasonably secured.

##### **③ Fracton Ventures Inc.**

The Company received a confirmation from Akihiko Kamei, Representative Director of the planned allottee, via web meeting on March 31, 2026 through CFO Takenaka, that the funds required for the current payment are the planned allottee's own funds and that the funds required for the total subscription payment for the 17th SARs have been s

secured. The Company has also verified the basis for such funds through meetings with the planned allottee and the bank account transaction statements for the period from January 1, 2026 to April 1, 2026, as received from the planned allottee, together with the financial statements for the past three fiscal years, and has determined that there is no obstacle to payment.

Regarding the funds required for exercise of the 17th SARs, the Company has confirmed that the planned allottee and Yudai Suzuki, Representative Director of the planned allottee, have entered into a commitment line agreement (limit: JPY 10,000,000; period: May 18, 2026 to May 19, 2031), and that the planned allottee can provide the funds required for exercise in addition to its own funds. Furthermore, since the exercise of the 17th SARs is expected to be carried out in stages with consideration for market conditions, with the funds recovered through the sale of shares acquired upon exercise (and repayment thereof), the Company has determined, taking into account the planned allottee's financial condition and the structure of the scheme, that the funds for payment upon exercise of the 17th SARs can also be reasonably secured.

#### **④ Hiroki Tahara**

The Company received a confirmation from Hiroki Tahara, the planned allottee, via web meeting on March 24, 2026 through CFO Takenaka, that the funds required for the current payment are his own funds and that the funds required for the total subscription payment for the 17th SARs have been secured. The Company has also verified the basis for such funds through the bank account transaction statements for the period from December 1, 2025 to April 5, 2026, and has determined that there is no obstacle to payment.

Regarding the funds required for exercise of the 17th SARs, the Company has confirmed that the planned allottee can provide the necessary funds through an advance facility offered by a securities company. Furthermore, since the exercise of the 17th SARs is expected to be carried out in stages with consideration for market conditions, with the funds recovered (and repaid) through the sale of a portion of shares acquired upon exercise when exercise conditions are met as a result of corporate value enhancement, using the advance facility, the Company has determined, taking into account the planned allottee's financial condition and the structure of the scheme, that the funds for payment upon exercise of the 17th SARs can also be reasonably secured.

#### **⑤ Ryo Tanaka**

The Company received a confirmation from Ryo Tanaka, the planned allottee, via web meeting on March 24, 2026 through CFO Takenaka, that the funds required for the current payment are his own funds and that the funds required for the total subscription payment for the 17th SARs have been secured. The Company has also verified the basis for such funds through the bank account transaction statements for the period from January 1, 2026 to March 30, 2026, and has determined that there is no obstacle to payment.

Regarding the funds required for exercise of the 17th SARs, the Company has confirmed that the planned allottee can provide the necessary funds through an advance facility offered by a securities company. Furthermore, since the exercise of the 17th SARs is expected to be carried out in stages with consideration for market conditions, with the funds recovered (and repaid) through the sale of a portion of shares acquired upon exercise when exercise conditions are met as a result of corporate value enhancement, the Company has determined, taking into account the planned allottee's financial condition and the structure of the scheme, that the funds for payment upon exercise of the 17th SARs can also be reasonably secured.

## ⑥ Toyotaka Sakai

The Company received a confirmation from Toyotaka Sakai, the planned allottee, via web meeting on April 8, 2026 through COO Oshima, that the funds required for the current payment are his own funds and that the funds required for the total subscription payment for the 17th SARs have been secured. The Company has also verified the basis for such funds through the bank account transaction statements for the period from August 29, 2025 to March 31, 2026, and has determined that there is no obstacle to payment.

Regarding the funds required for exercise of the 17th SARs, the Company has confirmed that the planned allottee and Godo Kaisha Toyotaka Sakai Office, a company for which the planned allottee serves as representative, have entered into a commitment line agreement (limit: JPY 10,000,000; period: May 18, 2026 to May 19, 2031), and that the planned allottee can provide the funds required for exercise in addition to his own funds. Furthermore, since the exercise of the 17th SARs is expected to be carried out in stages with consideration for market conditions, with the funds recovered (and repaid) through the sale of shares acquired upon exercise, the Company has determined, taking into account the planned allottee's financial condition and the structure of the scheme, that the funds for payment upon exercise of the 17th SARs can also be reasonably secured.

## (5) Share Lending Agreement

In connection with the issuance of the 16th SARs, Fund Corporate Investment Co., Ltd. (GP of the planned allottee for the 16th SARs) is expected to borrow Company common shares from a'gil Co., Ltd., the Company's Representative Director Hiroki Tahara, and the Company's Director Kosuke Ito (total maximum number of shares lent: 1,148,016 shares; lending fee: 2.0% per annum; period during which lending is available: May 18, 2026 to November 17, 2026 (automatically extended for a further six months if notice of termination of the lending transaction is not given one month before the expiration of the lending period); collateral: none). In addition, Fund Corporate Investment Co., Ltd. plans to transfer such borrowed shares to the planned allottee to the extent of the number of Company common shares acquired through exercise of the 16th SARs for the purpose of selling them in the market. In the event that the exercise of the 16th SARs is completed or similar circumstances arise, the planned allottee will promptly re-transfer such shares to Fund Corporate Investment Co., Ltd., and Fund Corporate Investment Co., Ltd. will use such shares to return the borrowed shares.

## 7. Major Shareholders and Voting Rights Ratios After Fundraising

### (Before Allotment)

Rank	Name	Address	Shares Held	% of Total Voting Rights
1	Yusuke Yamanaka	Tennoji-ku, Osaka-shi, Osaka	887,300	4.79%
2	a'gil Co., Ltd.	Tennoji-ku, Osaka-shi, Osaka	862,000	4.65%

3	Masahiro Sakamoto	Tennoji-ku, Osaka-shi, Osaka	719,000	3.88%
4	Rakuten Securities, Inc. (shared account)	2-6-21 Minami-Aoyama, Minato-ku, Tokyo	704,700	3.80%
5	DEUTSCHE BANK (SCHWEIZ)	SWITZERLAND	408,500	2.20%
6	Masayoshi Yoshida	Yokohama-shi, Kanagawa	400,000	2.16%
7	Hiroki Tahara	Setagaya-ku, Tokyo	315,400	1.70%
8	Kanako Tomita	Kyotango-shi, Kyoto	260,000	1.40%
9	Hiroshi Yamashita	Sennan-shi, Osaka	227,400	1.23%
10	NOMURA INTERNATIONAL PLC A/C JAPAN FLOW (custodian: Nomura Securities Co., Ltd.)	1 Angel Lane, London, EC4R 3AB, United Kingdom (1-13-1 Nihonbashi, Chuo-ku, Tokyo)	223,856	1.21%
Total	-	-	5,008,156	27.01%

Total issued shares: 18,608,733

**(After Allotment)**

Rank	Name	Address	Shares Held	% of Total Voting Rights
1	Hiroki Tahara	Setagaya-ku, Tokyo	2,315,400	5.71%
2	Ryo Tanaka	Zushi-shi, Kanagawa	1,000,000	2.47%
3	Yusuke Yamanaka	Tennoji-ku, Osaka-shi, Osaka	887,300	2.19%
4	a'gil Co., Ltd.	4F, DSt Momodani Building, 1-11-3 Dogashiba, Tennoji-ku, Osaka-shi, Osaka	862,000	2.13%
5	Masahiro Sakamoto	Tennoji-ku, Osaka-shi, Osaka	719,000	1.77%
6	Rakuten Securities, Inc. (shared account)	2-6-21 Minami-Aoyama, Minato-ku, Tokyo	704,700	1.74%

7	DEUTSCHE BANK (SCHWEIZ)	SWITZERLAND	408,500	1.01%
8	Masayoshi Yoshida	Yokohama-shi, Kanagawa	400,000	0.99%
9	Kanako Tomita	Kyotango-shi, Kyoto	260,000	0.64%
10	Toyotaka Sakai	Kawasaki-shi, Kanagawa	250,100	0.62%
Total	-	-	7,807,000	19.26%

Total issued shares (after allotment): 40,608,733

Note 1. The post-allotment major shareholder rankings and voting rights ratios are calculated by dividing the number of voting rights by the figure obtained by subtracting treasury stock voting rights (288 units) from the total voting rights of 185,695 units as of October 31, 2025, and adding 220,000 voting rights from this fundraising.

Note 2. Masahiro Sakamoto, ranked 5th above, is the Representative Director and a principal shareholder of a'gil Co., Ltd., which is ranked 4th. The combined post-allotment ratio of voting rights held to total voting rights for Masahiro Sakamoto and a'gil Co., Ltd. is 3.90%.

Note 3. Ratios are rounded to the nearest second decimal place.

Note 4. FC Finance Solution Fund No. 1 LPS and a'gil Co., Ltd. (as purely investment-oriented allottees) are assumed to have sold all shares acquired through exercise of the SARs and are therefore not reflected in the post-allotment major shareholders. Note that a'gil Co., Ltd.'s existing 862,000 shares are reflected.

## 8. Future Outlook

As the timing and scale of SAR exercises are uncertain, the impact of this fundraising on the Company Group's business performance is currently undetermined. Should any matters requiring disclosure or having a material impact on business performance arise, the Company will announce them promptly.

## 9. Procedures under Corporate Conduct Rules

### (1) Board of Directors' Judgment on the Reasons for Conducting a Large-Scale Fundraising and Its Impact on Existing Shareholders

#### ① Reasons for Conducting a Large-Scale Fundraising

As described in "3. Amount, Use of Proceeds, and Timing of Expenditure (2) Specific Use of Proceeds," the funds raised through this fundraising are planned to be allocated to the HODL Business, BUIDL Business, and Management Foundation Strengthening. The Company believes that fundraising is indispensable in order to achieve sustainable management at an early stage and to realize improvement of financial soundness and sustainable enhancement of corporate value.

Regarding other methods of fundraising other than this fundraising, as described in "2. Purpose and Reasons for the Fundraising (2) Reasons for Adopting Stock Acquisition Rights as the Fundraising Method," the Company considered other fundraising methods

as well, but determined, taking into account the Company's current situation, that this fundraising is the best method of fundraising for the Company, and decided to proceed with this fundraising.

## **② Board of Directors' Judgment Regarding the Impact of the Large-Scale Fundraising on Existing Shareholders**

As described in "9 (2) Process for Judgment Regarding the Large-Scale Fundraising" below, the 22,000,000 new shares (voting rights: 220,000 units) in connection with the SAR issuance represent 118.47% of the total voting rights of 185,695 units (as of October 31, 2025), resulting in dilution of 25% or more.

While the current SARs involve such dilution, considering the circumstances that utilizing the funds raised through this fundraising to realize the Company's growth strategy will contribute to the enhancement of the Company's corporate value and shareholder value over the medium to long term, the Board has judged that the dilution is necessary.

The Company has confirmed with the purely investment-oriented allottees that, while shares acquired through exercise of the SARs may be sold, such sales will be conducted with full consideration for market conditions and trading trends and with attention to minimizing market impact. The Company also intends to monitor the impact of such share sales on the market. In addition, since the other allottees hold for the medium to long term in expectation of the Company's growth, large-scale short-term sales are not anticipated. Accordingly, the Company believes that the market impact of this fundraising will be, to some extent, contained.

## **(2) Process for Judgment Regarding the Large-Scale Fundraising**

Since the dilution from this fundraising on a voting rights basis will be 25% or more, pursuant to Article 432 of the TSE's Securities Listing Regulations, the Company is required to either (i) obtain an opinion on the necessity and appropriateness of the allotment from persons who are sufficiently independent from management, or (ii) confirm shareholder intent through a resolution of the shareholders' meeting or similar procedure.

With respect to this fundraising, the Company determined, after comprehensively considering such factors as the fact that convening an extraordinary general meeting and obtaining a resolution would require considerable time, and that significant expenses are anticipated in connection with convening such extraordinary general meeting, that it would obtain an opinion on the necessity and appropriateness of this fundraising from a Special Committee composed of persons sufficiently independent from management.

Accordingly, the Company established a Special Committee (the "Special Committee") consisting of three members: Osamu Watanabe and Kensuke Sato, the Company's independent outside directors, and Masayuki Watanabe, an external attorney, who are sufficiently independent from management. The Company requested an objective opinion on the necessity and appropriateness of this fundraising, and obtained the following opinion letter, dated April 27, 2026. An overview of the Special Committee's opinion is as follows.

### **(Overview of the Special Committee's Opinion)**

#### **1. Conclusion**

The Committee finds that the necessity and appropriateness of this fundraising are recognized.

## **2. Reasons**

### **(1) Necessity**

According to the Company's explanation, the Company is implementing a business transformation including a name change, advancing a policy of holding Ethereum as its core asset in a Digital Asset Treasury business and building a revenue base through business activities in the Ethereum ecosystem in tandem, while also rebuilding the management and internal control structure required as a listed company.

This fundraising is intended to secure the necessary funds to implement these policies, while ensuring feasibility and agility, at a certain scale. The specific uses of proceeds are: first, to form the Company's Digital Asset Treasury through the purchase of ETH and to implement a financial strategy contributing to medium- to long-term enhancement of corporate value; second, to advance infrastructure development, talent acquisition, and external outreach for the continuous promotion of Ethereum-related business activities, thereby building a revenue base; and third, to strengthen the management foundation for fulfilling accountability as a listed company.

Regarding the first use (ETH purchase), the Company plans to build a Digital Asset Treasury with a basic policy of long-term holding rather than short-term trading for capital gains as its HODL strategy, and the Company has explained that it is important to secure the necessary scale at the initial stage of asset formation, in view of the income-generating earnings opportunities centered on staking that are being targeted for post-acquisition management.

Regarding the second use (BUIDL Business), the Company has explained that, as a prerequisite for continuously implementing this business, operational controls for crypto assets and related transactions, security, audit trails, and the establishment of reporting systems are necessary, and that talent acquisition for PMs and engineers, and the creation of business opportunities through external communication and collaboration, are also necessary. The Committee considers that the infrastructure development and investment described by the Company are positioned as the foundation for expanding the business in a reproducible manner, rather than on a one-time basis, and have necessity.

Regarding the third use (Management Foundation Strengthening), the Company has explained that it is an urgent issue to establish a structure that can stably operate core functions including financial settlement, disclosure, audit response, contract management, legal response, internal audit, and risk management, given that the Company is advancing the reconstruction of the management structure and control environment that were damaged under the previous management. The Committee also considers that it is necessary to secure funds supporting these initiatives from the perspective of appropriate operations as a listed company and fulfillment of accountability.

The Committee considers that the judgment on the necessity of this fundraising itself belongs to the business judgment of the Company's management; however, as described above, the content of the Company's proposed business transformation and the direction of the use of proceeds are concrete, and no particularly unreasonable points are found in light of the Company's situation and the requirements as a listed company. Accordingly, the Committee finds that the necessity of this fundraising is recognized.

### **(2) Appropriateness**

**(a) Comparison with Other Fundraising Methods**

According to the Company's explanation, the Company needs to secure funds for simultaneously advancing both HODL and BUIDL while also rebuilding the management and internal control structure required as a listed company, and compared multiple methods from the perspectives of certainty of fundraising, agility, cost, and impact on existing shareholders.

First, regarding debt financing such as bank loans and bonds, given the Company's current situation and the fact that it is in the midst of a business transformation, the probability of securing the necessary amount at the required time is not high, and there is also a risk of impeding agile business operations due to stronger financial constraints; therefore, priority was not high.

Next, regarding public offerings, while they can raise funds from a broad base of investors, they require considerable time and cost for the selection of a lead underwriter, underwriting review, preparation of disclosure documents, and bookbuilding; therefore, it was determined that this method is not well-suited to the Company's situation requiring prompt funding. Regarding rights offerings and rights issues as well, these tend to require time and cost for administrative procedures, and it is difficult to ensure certainty of the required fundraising amount due to the difficulty of predicting the subscription rate by shareholders in advance; therefore, it was determined that these methods are not suitable for this fundraising. Furthermore, regarding CBs and similar instruments, the complexity of product design, the relative burden of negotiations and administrative procedures, and the potential for dilution to expand through a decline in the conversion price in a falling stock price environment, as well as the possibility that fundraising may not proceed as planned depending on the share price level and market conditions, mean that uncertainty remains in terms of securing funds at the required timing.

In addition, while SAR-based fundraising is considered to have a relatively small direct impact on the share price in that it does not immediately confirm dilution of earnings per share, since exercise depends on the share price trend and market conditions, there is a possibility that the necessary funds cannot be reliably secured; therefore, it was determined that a certain portion of the necessary funds needs to be secured with certainty through share issuance.

Based on the above, the Company selected a method centered on SAR issuance through fundraising from the perspective of securing a certain degree of certainty for the funds needed to implement the business transformation while securing agility. The Company has also explained that a structure combining reliable funding through share issuance and additional fundraising capacity through SARs is rational as a way to enhance the possibility of satisfying funding needs.

The Committee finds, from the perspective of comparison with other fundraising methods, that no particularly unreasonable points are found in the Company's selection of this fundraising method, and that appropriateness is recognized.

**(b) Allottees**

The Committee examined the selection of allottees by receiving from the Company an explanation of the allottees' overview, the background of this consideration, and the reasons for selecting the allottees, and reviewing related materials.

According to the Company's explanation, this fundraising is intended to secure the funds necessary for promoting the Digital Asset Treasury business centered on Ethereum and building a revenue base through business activities in the Ethereum ecosystem,

as well as for developing the management and internal control structure required as a listed company. Giving emphasis to consistency with this purpose and certainty of fundraising, the Company selected FC Finance Solution Fund No. 1 LPS and a'gil Co., Ltd. as the allottees for this fundraising.

According to the Company's explanation, in selecting the allottees, a comprehensive judgment was made not only on the ability to provide funds, but also from the perspectives of understanding of the direction of the Company's business transformation, the share holding policy with a view to the medium- to long-term enhancement of the Company's corporate value, and the feasibility of providing funds. In particular, the Company received an explanation that, in the Digital Asset Treasury business, which requires careful risk management in response to fluctuations in market conditions, it is important to reliably secure the funds supporting the Company's business plan on the premise of that policy.

As for confirmation of the allottees' eligibility, the Committee received from the Company an explanation that background checks on the allottees for the purpose of excluding anti-social forces have been conducted, that the relevant agreements will include representations and warranties and termination provisions relating to the exclusion of anti-social forces, and that the Company is proceeding with such procedures with advice from external experts. The Committee also determined that no unreasonable points are found in such confirmation procedures based on the materials provided and the explanations from the Company.

In addition, based on the Company's explanation and provided materials, the Committee examined whether the allottees have prospects of securing the funds necessary for payment in this transaction and whether there are no procedural obstacles to payment. The Committee also considers that such analysis is reasonable.

Based on the above examination, the Committee finds that no particularly unreasonable points are found in the Company's process for selecting the allottees, the eligibility of the allottees and confirmation that they are not anti-social forces, and the Company's analysis of the feasibility of payment, and that the selection of allottees is appropriate.

### **(c) Issuance Terms**

In examining the appropriateness of the issuance terms in this fundraising, the Committee received from the Company an explanation of the calculation method for the subscription price, the negotiation background, and other principal terms including the SARs, and reviewed related materials.

The Committee also examined this from the perspective of whether the issuance price constitutes "particularly favorable terms" (有利発行) under the Companies Act. The Committee received an explanation that the Company's audit and supervisory committee confirmed that the subscription price is calculated using as a basis the average of the closing prices actually formed in the market over a certain period (the average of the closing prices for the preceding one-month period up to the previous trading day before the Board resolution date), which is not set arbitrarily low at the Company's discretion, and that it was determined under a framework consistent with JSDA guidelines, and thereafter expressed the opinion that the issuance does not constitute "particularly favorable terms" (有利発行) that would unjustifiably harm existing shareholders. The Committee finds no unreasonable points in this judgment framework.

Furthermore, based on the Company's explanation and provided materials, and taking into account the trend and fluctuation of the Company's common share price, the Commi

tee considers that the methodology of using an average over a certain period rather than a single closing price on the day immediately before the transaction has a certain rationality from the perspectives of objectivity and reasonableness.

#### **(d) Dilution**

The Committee examined the scale and impact of dilution from this fundraising, receiving from the Company an explanation of the potential shares attributable to the SARs and the calculation of the dilution ratio and market impact, and reviewing provided materials.

Since 22,000,000 shares may be issued if all SARs are exercised, up to 22,000,000 shares in aggregate may increase. The Committee received an explanation that, using the shares outstanding and voting rights as of October 31, 2025 as the denominator, the dilution from SAR exercise may be 118.22% by share count and 118.47% by voting rights.

According to the Company's explanation, since the dilution ratio is expected to be 25% or more, procedures are required under Article 432 of the TSE's Securities Listing Regulations, and accordingly the Company established the Special Committee and has been examining the necessity and appropriateness of this fundraising.

While it is inevitable that existing shareholders will bear some dilution due to the nature of this fundraising, in light of the Company's explanation that it is important to secure the necessary funds with a certain degree of certainty in order to simultaneously advance the Digital Asset Treasury business and BUIDL business that the Company proposes, and to develop the management foundation and internal control structure as a listed company, and that this fundraising is appropriate compared to other fundraising methods, the Committee finds that there is rationality in implementing this transaction even taking dilution into account.

In addition, since the exercise of the SARs may be carried out in stages over the exercise period, the potential dilution may not materialize at a single point in time; however, if market sales of shares are concentrated in a short period, there is a possibility of affecting the share price. Therefore, the Committee considers that it is important for the Company to continue appropriate monitoring and disclosure regarding the status of exercise and sales, and to make efforts to minimize the impact on existing shareholders.

Based on the above, the Committee finds that the scale of dilution from this fundraising is not small, but no particularly unreasonable points are found in light of the Company's funding needs and the purpose of this fundraising, and the comparison with other fundraising methods, and that the dilution is appropriate.

#### **(e) Other Circumstances Supporting the Appropriateness of this Fundraising (Content of Business Alliance)**

The Committee also examined this fundraising from the perspective of whether rational merits for the Company's general shareholders that outweigh the disadvantage of dilution can be expected, given that this fundraising involves dilution. In this regard, according to the Company's explanation, this transaction is not merely a fundraising, but is intended to accelerate the promotion of the Digital Asset Treasury business centered on ETH and the BUIDL business involving Ethereum ecosystem development through the development of relationships with the planned allottees.

According to the Company's explanation, in relation to Fund Corporate Investment Co., Ltd., the GP of FC Finance Solution Fund No. 1 LPS, given that the Company is in

the process of rebuilding its management foundation and governance structure as a listed company, the Company has explained that, from the perspective of securing the necessary funds for the Company's funding needs in a timely manner while ensuring certainty of payment, it intends to discuss the possibility of collaboration contributing to the implementation of the Company's business plan, including the use of external networks necessary for business promotion.

In addition, in relation to Fracton Ventures Inc., on the premise of understanding of the direction of the Company's business transformation and its governance improvement status, the Company has explained that it can receive support in exploring business opportunities, introducing partner candidates, and improving the Company's external credibility and recognition, utilizing domestic and international networks and expertise, from the perspective of promoting the HODL Business and BUIDL Business that contribute to the medium- to long-term enhancement of the Company's corporate value.

In relation to Hiroki Tahara and Ryo Tanaka, the Company has explained that, as directors, both can provide commitment to sustainable corporate value enhancement, and can be expected to formulate and act on highly feasible various measures contributing to medium- to long-term share price improvement and governance strengthening.

In relation to Toyotaka Sakai, the Company has explained that "mechanism design"—which applies the concepts and techniques of mathematical economics to the design of social systems, the research theme of Sakai—contributes to the social development of the "new financial infrastructure" that the Company aims for, and believes that by utilizing the Company's knowledge and technology together with Sakai to implement blockchain technology not only as a "trading infrastructure for crypto assets" but as a means for implementation throughout social systems, this will contribute to the Company's goal of "realizing the Ethereum ecosystem as social infrastructure," and a stronger partnership can be built.

Furthermore, according to the Company's explanation, through the development of relationships with the above planned allottees, the Company aims to advance talent acquisition, external partner collaboration, and business opportunity creation necessary for the BUIDL Business, as well as to accelerate the development of the operational structure and reporting structure in the Digital Asset Treasury Business, thereby aiming to achieve medium- to long-term enhancement of corporate value.

The Committee finds, in light of the content of the Company's proposed business transformation and the importance of external collaboration necessary for its implementation, that such policy has a certain rationality and no circumstances are found that categorically deny the realistic possibility of contributing to the Company's corporate value enhancement. Accordingly, the Committee considers that this fundraising is expected to provide rational merits for the Company's general shareholders even taking into account the disadvantage of dilution, and that the appropriateness is further supported in this respect.

#### **(f) Summary**

As examined in (a) through (e) above, the Committee finds that the necessity of this fundraising is recognized as a means of securing, with a certain degree of certainty, the funds necessary for simultaneously advancing the Digital Asset Treasury business centered on ETH and the BUIDL business involving Ethereum ecosystem development, as well as the development of the management foundation and internal control structure as a listed company.

In addition, comprehensively considering the comparison with other fundraising meth

ods, the selection of allottees, the rationality and appropriateness of the issuance terms, and the scale and impact of dilution potentially arising from this transaction, no particularly unreasonable points are found in light of the Company's funding needs and the purpose of this transaction, and appropriateness is recognized. Furthermore, the circumstances in which the development of relationships with the planned allottees may support the implementation of the Company's business transformation and external outreach also support the appropriateness.

Accordingly, the Committee has concluded that the necessity and appropriateness of this fundraising are recognized.

As described above, the Company has obtained from the Special Committee an opinion that the necessity and appropriateness of this fundraising are recognized.

In addition, the Board of Directors, with reference to the Special Committee's opinion and after sufficient deliberation and examination taking into account the impact on existing shareholders, has determined that the number of units to be issued and the scale of dilution from this fundraising are within a reasonable range.

## 10. Recent Business Performance and Equity Finance History

### (1) Business Performance for the Past Three Years (Consolidated)

Item	FY2023 (Oct.)	FY2024 (Oct.)	FY2025 (Oct.)
Net Sales (JPY thousands)	962,801	1,613,430	26,550
Ordinary Income or Loss (△) (JPY thousands)	△1,401,973	△1,151,352	△453,968
Net Income or Loss Attributable to Parent Company Shareholders (△) (JPY thousands)	△2,742,920	△1,960,239	△1,366,529
Net Assets per Share (JPY)	196.53	78.87	22.58
EPS or Loss per Share (△) (JPY)	△186.36	△114.63	△77.12

### (2) Current Status of Issued Shares (as of April 30, 2026)

	Number of Shares	Ratio to Total Issued Shares
Total Issued Shares	18,608,733 shares	100%
Potential Shares at Current Exercise Price	2,045,000 shares	10.98%

Potential Shares at Minimum Exercise Price	0 shares	0%
Potential Shares at Maximum Exercise Price	0 shares	0%

### (3) Recent Share Price

#### ① Past Three Years' Share Price (JPY)

	FY2023 (Oct.)	FY2024 (Oct.)	FY2025 (Oct.)
Opening	556	412	335
High	650	415	627
Low	262	271	159
Closing	424	343	249

#### ② Recent Six Months' Share Price (JPY)

	Nov. 2025	Dec. 2025	Jan. 2026	Feb. 2026	Mar. 2026	Apr. 2026
Opening	247	239	218	245	222	236
High	253	285	265	250	246	●
Low	213	169	211	196	207	●
Closing	239	218	244	230	233	●

#### ③ Share Price on Business Day Preceding the Resolution Date (JPY)

<b>Date</b>	April 28, 2026
<b>Opening</b>	253
<b>High</b>	270
<b>Low</b>	251
<b>Closing</b>	255

### (4) Equity Finance History for the Past Three Years

#### ① Issuance of 11th Series Moving-Strike Stock Acquisition Rights of Kushim, inc. through Fundraising

Allotment Date	November 30, 2023
Net Proceeds (estimated net proceeds)	JPY 1,043,600,000
Issue Price	JPY 420 per SAR unit (total: JPY 12,600,000)
Issued Shares Outstanding at Time of Solicitation	14,746,733 shares
Shares Issued in This Solicitation	3,000,000 shares (30,000 units × 100 shares per unit)
Allottee	Tokai Tokyo Securities Co., Ltd.
Original Use of Proceeds at Time of Issuance	Strengthening the financial base of consolidated subsidiary Zaif, and management reform investment: ① Capital injection funds for maintaining financial soundness (JPY 400 million) ② Reform investment funds (system modifications, etc.) (JPY 300 million) ③ Capital injection funds for maintaining financial soundness (JPY 343 million)
Planned Expenditure Period at Time of Issuance	① January-February 2024 and July-August 2024 ② March-May 2024 ③ October-December 2024
Current Allocation Status	Full amount raised as of March 5, 2024. Allocation implemented in stages from January 2024 onward as planned.

## ② Issuance of New Shares through Third-Party Allotment

Allotment Date	October 28, 2025
Net Proceeds (estimated net proceeds)	JPY 198,664,000
Issue Price	JPY 232 per share
Issued Shares Outstanding at Time of Solicitation	17,746,733 shares
Shares Issued in This Solicitation	862,000 shares
Allottee	Magil Co., Ltd.
Use of Proceeds at Time of Issuance	Reconstruction of business foundation, working capital, and investigation/legal costs: ① Business development expenses (JPY 74,560,000) ② Working capital (personnel costs for staffing expansion, etc.) (JPY 74,560,000) ③ Investigation and legal costs (JPY 49,544,000)
Planned Expenditure Period	① October 2025 - September 2026 ② October 2025 - September 2026 ③ Oct

<b>at Time of Issuance</b>	October 2025 - September 2029
<b>Current Allocation Status</b>	Full amount raised as of October 28, 2025. For allocation status, see "2. Purpose and Reasons for the Fundraising (1) Purpose and Reasons for the Fundraising."

## 11. Terms and Conditions of the SARs

See Exhibit 1 and Exhibit 2 attached hereto.

- End -

(Exhibit 1)

Terms and Conditions of the 16th Series Stock Acquisition Rights of HODL1, inc.

1.	Name of SARs	16th Series Stock Acquisition Rights of HODL1, inc. (hereinafter, the "SARs")
2.	Total Number of SARs	160,000 units
3.	Subscription Price per SAR	JPY 133 per unit (total subscription price: JPY 21,280,000)
4.	Subscription Period	May 19, 2026
5.	Allotment Date	May 19, 2026
6.	Payment Date	May 19, 2026
7.	Solicitation Method	All SARs shall be allotted to FC Finance Solution Fund No. 1 LPS through third-party allotment.
8.	Type and Number of Underlying Shares	<p>The type and total number of shares underlying the SARs shall be 16,000,000 shares of Company common stock (the number of shares per SAR (hereinafter, the "Allocated Share Count") shall be 100 shares per unit).</p> <p>However, if the Allocated Share Count is adjusted pursuant to Item 9, the total number of shares underlying the SARs shall be adjusted in accordance with the adjusted Allocated Share Count as set forth in Paragraph (1) of Item 9.</p>
9.	Adjustment of Number of Underlying Shares	<p>(1) In the event of a split, free allotment, or consolidation of the Company's common shares (collectively, "Stock Split, Etc."), the number of shares per SAR (hereinafter, the "Allocated Share Count") shall be adjusted in accordance with the following formula:</p> $\text{Adjusted Allocated Share Count} = \text{Pre-adjustment Allocated Share Count} \times \text{Stock Split Etc. Ratio}$ <p>(2) In the event that the Company adjusts the exercise price pursuant to Item 13, the Allocated Share Count shall be adjusted in accordance with the following formula:</p> $\text{Adjusted Allocated Share Count} = (\text{Pre-adjustment Allocated Share Count} \times \text{Pre-adjustment Exercise Price}) \div \text{Adjusted Exercise Price}$ <p>The pre-adjustment exercise price and adjusted exercise price in the above formula shall be the pre-adjustment exercise price and adjusted exercise price as set forth in Item 13.</p> <p>(3) The adjustments under Paragraphs (1) and (2) of this Item shall be made only with respect to the Allocated Share Count of unexercised SARs as of the date on which the adjusted Allocated Share Count becomes applicable, and any fraction of a share resulting from the adjustment shall be rounded down.</p> <p>(4) The date on which the adjusted Allocated Share Count becomes applicable shall be the same date as the date on which the adjusted exercise price to which the relevant adjustment event relates under Paragraphs (2) and (4) of Item 13 becomes applicable.</p>

		<p>able.</p> <p>(5) When adjusting the Allocated Share Count, the Company shall notify the SAR holders (hereinafter, "SAR Holders") in writing in advance of the adjustment and its reasons, the pre-adjustment Allocated Share Count, the adjusted Allocated Share Count, and the date from which the adjustment applies, and any other necessary matters. However, if notification cannot be given by the day before the applicable date in the case prescribed in Paragraph (2)⑦ of Item 13 or in other cases, the notification shall be given as promptly as practicable after the applicable date.</p>
10.	<b>Property to be Contributed and Its Value upon Exercise</b>	<p>(1) The property to be contributed upon exercise of one SAR shall be money, and the amount shall be the exercise price as defined in Paragraph (2) of this Item multiplied by the Allocated Share Count; provided that any fraction of a yen resulting from the calculation shall be rounded up.</p> <p>(2) The amount of money per Company common share to be contributed upon exercise of the SARs (hereinafter, the "Exercise Price") shall be JPY 250. However, the Exercise Price shall be adjusted pursuant to Item 13.</p>
11.	<b>Increases in Capital and Capital Reserves upon Share Issuance</b>	<p>The amount of increase in capital upon share issuance shall be half of the maximum capital increase amount calculated in accordance with Article 17 of the Corporate Calculation Rules, with any fraction of a yen rounded up. The amount of increase in capital reserves shall be the maximum capital increase amount minus the amount of increase in capital.</p>
12.	<b>Modification of Exercise Price</b>	<p>The Exercise Price shall not be modified.</p>
13.	<b>Adjustment of Exercise Price</b>	<p>(1) After issuance of the SARs, if there is, or there is a possibility of, a change in the total number of issued common shares of the Company due to each of the events listed in Paragraph (2) of this Item, the Company shall adjust the exercise price using the following formula (hereinafter, the "Exercise Price Adjustment Formula"):</p> $\text{Adjusted Exercise Price} = \text{Pre-adjustment Exercise Price} \times \left( \frac{\text{Existing Issued Shares} + (\text{Number of Shares Delivered} \times \text{Payment per Share} \div \text{Market Price})}{\text{Existing Issued Shares} + \text{Number of Shares Delivered}} \right)$ <p>"Existing Issued Shares" means the number of the Company's issued common shares as of the record date (if any) for allocating subscription rights to the Company's common shareholders (hereinafter, "Common Shareholders"), or if no such record date has been set, as of the date one month before the date on which the adjusted exercise price becomes applicable, minus the number of common shares held by the Company on the date the adjusted exercise price becomes applicable, plus the number of common shares that have been deemed to be delivered but not yet actually delivered pursuant to Paragraphs (2) through (4) of this</p>

Item prior to such exercise price adjustment. Note that in the event of a stock split of the Company's common shares, the number of shares delivered used in the Exercise Price Adjustment Formula shall not include any increase in the number of common shares held by the Company as of the record date.

(2) The cases in which the exercise price of the SARs shall be adjusted pursuant to the Exercise Price Adjustment Formula, and the date from which the adjusted exercise price shall apply, shall be as follows:

① In the event that the Company delivers common shares at a payment per share below the market price (as defined in Paragraph (3)② of this Item; hereinafter, "Market Price," except in the case of Paragraph (4)③ of this Item) used in the Exercise Price Adjustment Formula (except for delivery in exchange for the acquisition of shares with acquisition clauses, shares with put options, or stock acquisition rights with acquisition clauses (including those attached to bonds with stock acquisition rights) issued by the Company, or delivery by reason of conversion, exchange, or exercise of stock acquisition rights (including those attached to bonds with stock acquisition rights and those issued under stock option plans) or other securities or rights that may be exercised to request delivery of Company common shares):

The adjusted exercise price shall apply from the day following the payment date (or, if a payment period is set in connection with the solicitation, the last day of such payment period; the same applies hereinafter), or, if there is a record date for allocating subscription rights to Common Shareholders, from the day following that date.

② In the event of a stock split or free allotment of Company common shares:

The adjusted exercise price shall apply from the day following the record date for the stock split or the day following the effective date of the free allotment of Company common shares. However, if there is a record date for allocating subscription rights to Common Shareholders in connection with a free allotment of Company common shares, the adjusted exercise price shall apply from the day following that date.

③ In the event of an issuance (including by free allotment) of shares with put options providing for delivery of Company common shares in exchange for their acquisition at a price below Market Price, or stock acquisition rights (including those attached to bonds with stock acquisition rights) or other securities or rights (including by free allotment, but excluding allocation of stock acquisition rights under stock option plans) exercisable to request delivery of Company common shares at a price below Market Price:

The adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis, assuming that all of the issued shares with put options, stock acquisition rights (including those attached to bonds with stock acquisition rights), or other securities or rights (hereinafter, "Convertible Securities") have been converted, exchanged, or exercised under the initial terms and Company common shares

have been delivered, and shall apply from the day following the payment date (or the allotment date in the case of stock acquisition rights, including those attached to bonds with stock acquisition rights) or the effective date of the free allotment. However, if there is a record date for allocating subscription rights to Common Shareholders, the adjusted exercise price shall apply from the day following that date.

Notwithstanding the foregoing, if the consideration per Company common share to be delivered upon conversion, exchange, or exercise has not been determined as of the time of issuance of the Convertible Securities, the adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis, assuming that all Convertible Securities outstanding as of the time the consideration is determined have been converted, exchanged, or exercised under the terms as determined, and shall apply from the day following the date on which such consideration is determined.

④ In the event that Company common shares are delivered in exchange for acquisition of shares with acquisition clauses or stock acquisition rights with acquisition clauses (including those attached to bonds with stock acquisition rights) issued by the Company, at a price below Market Price:

The adjusted exercise price shall apply from the day following the acquisition date.

Notwithstanding the foregoing, if an exercise price adjustment under ③ or ⑤ of this Paragraph has already been made in connection with the relevant shares with acquisition clauses or stock acquisition rights with acquisition clauses (including those attached to bonds with stock acquisition rights), then:

(i) only if the fully-diluted common shares outstanding after such delivery (as defined in Paragraph (3)③ of this Item) exceed the issued common shares immediately before such delivery, the adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis, treating the excess number of shares as the Number of Shares Delivered in the Exercise Price Adjustment Formula; and (ii) if the fully-diluted common shares outstanding do not exceed the issued common shares immediately before such delivery, no adjustments shall be made pursuant to this ④.

⑤ In the event that, pursuant to the terms of issuance of Convertible Securities, the per-share consideration (hereinafter, "Acquisition Price") is revised downward or changed downward in a similar manner (excluding adjustments to the Acquisition Price based on anti-dilution provisions similar to those in Paragraphs (2) through (4) of this Item; hereinafter, "Downward Revision"), and the Acquisition Price after such Downward Revision falls below the Market Price on the date of such Downward Revision (hereinafter, "Acquisition Price Revision Date"):

(i) If no exercise price adjustment has been made pursuant to ③ of this Paragraph in connection with the relevant Convertible Securities before the Acquisition Price Revision Date, the adjusted exercise price shall be calculated by applying the provisions of ③ of this Paragraph mutatis mutandis, assuming that all Convertible Securities outstanding on the Acquisition

Price Revision Date have been converted, exchanged, or exercised under the terms after such Downward Revision and Company common shares have been delivered, and shall apply from the day following the Acquisition Price Revision Date.

(ii) If an exercise price adjustment pursuant to ③ of this Paragraph or (i) above has already been made before the Acquisition Price Revision Date in connection with the relevant Convertible Securities, and if the fully-diluted common shares outstanding (assuming that all Convertible Securities outstanding on the Acquisition Price Revision Date have been converted, exchanged, or exercised under the terms after such Downward Revision) exceed the Existing Issued Shares in the event no Downward Revision had been made, the adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula *mutatis mutandis*, treating such excess shares as the "Number of Shares Delivered" in the Exercise Price Adjustment Formula, and shall apply from the day following the Acquisition Price Revision Date.

⑥ The "consideration" in ③ through ⑤ above means the amount paid upon issuance of the relevant shares or stock acquisition rights (including those attached to bonds with stock acquisition rights) (in the case of stock acquisition rights in ③, including the amount to be invested upon exercise), minus the amount of money or other assets to be delivered to the holder of the shares or stock acquisition rights upon acquisition or exercise thereof, divided by the number of Company common shares to be delivered upon acquisition or exercise thereof.

⑦ In each of the transactions in ① through ③ of this Paragraph where a record date is set for allocating subscription rights to Common Shareholders and the effectiveness of each transaction is conditioned upon approval by a shareholders' meeting, Board of Directors meeting, or other corporate body of the Company held on or after such record date, then notwithstanding ① through ③ of this Paragraph, the adjusted exercise price shall apply from the day following the date such approval was obtained.

In such case, the Company shall deliver Company common shares to SAR Holders who have exercised their SARs between the day following the record date and the date on which the transaction was approved, calculated in accordance with the following method:

Number of Shares = (Pre-adjustment Exercise Price - Adjusted Exercise Price) × Number of Shares Delivered During the Relevant Period at the Pre-adjustment Exercise Price ÷ Adjusted Exercise Price

Any fraction of a share resulting from this calculation shall be rounded down, and no cash adjustment shall be made.

(3) ① Calculations under the Exercise Price Adjustment Formula shall be carried out to two decimal places below the yen unit, and the second decimal place shall be rounded down.

② The Market Price means the simple average of the daily regu

lar-session closing prices of the Company's common shares on the TSE for the 30 trading days (excluding days without a closing price) beginning on the 45th trading day ("trading day" means a day on which auction trading is conducted on the TSE; the same applies hereinafter) prior to the date on which the adjusted exercise price becomes applicable (or the record date in the case of Paragraph (2)⑦ of this Item). The calculation of the average shall be carried out to two decimal places below the yen unit, and the second decimal place shall be rounded down.

③ The fully-diluted common shares outstanding means the number of the Company's issued common shares as of the date one month before the date on which the adjusted exercise price becomes applicable, minus the number of common shares held by the Company on the date the adjusted exercise price becomes applicable, plus the number of common shares that have been deemed to be delivered but not yet actually delivered pursuant to Paragraphs (2) through (4) of this Item prior to such exercise price adjustment (including those that are deemed to be the Number of Shares Delivered pursuant to Paragraphs (2) through (4) of this Item in such exercise price adjustment).

④ In the event that securities or rights similar to those prescribed in Paragraphs (2)① through ⑤ of this Item are delivered, the adjusted exercise price shall be calculated by applying mutatis mutandis the provisions of Paragraph (2) of this Item that are applicable to securities or rights similar to such securities or rights.

(4) In addition to the cases where exercise price adjustment pursuant to Paragraph (2) of this Item is required, the Company shall make any necessary exercise price adjustments in the following cases:

① When an exercise price adjustment is required for a share consolidation, capital reduction, merger in which the Company is the surviving company, succession to all or part of the rights and obligations of another company through absorption-type demerger, or acquisition of all issued shares of a joint-stock company through share exchange by such company.

② When an exercise price adjustment is required due to the occurrence of, or the possibility of, a change in the number of the Company's common shares.

③ When two or more adjustment events occur in close succession and it is necessary to take into account the impact of one event on the Market Price to be used in calculating the adjusted exercise price based on another event.

(5) When making an exercise price adjustment pursuant to Paragraphs (1) through (4) of this Item, the Company shall notify SAR Holders in writing in advance of the adjustment and its reasons, the pre-adjustment exercise price, the adjusted exercise price, the date from which the adjustment applies, and any other necessary matters. However, if notification cannot be given by the day before the applicable date in the case prescribed in Paragraph (2)⑦ or in other cases, the notification shall be given as promptly as practicable after the applicable date.

14.	<b>Exercise Period</b>	From May 20, 2026 to May 21, 2029 (provided that, in the event that the Company acquires all SARs pursuant to Item 16, the SARs to be acquired by the Company shall be exercisable until the banking business day immediately preceding the effective date of such acquisition). If the last day of the exercise period is not a banking business day, the immediately preceding banking business day shall be the last day.
15.	<b>Other Conditions for Exercise</b>	Partial exercise of an individual SAR is not permitted.
16.	<b>Acquisition Provisions</b>	<p>(1) If the Board of Directors resolves that acquisition of the SARs is necessary, the Company may, on or after November 15, 2026, acquire all remaining SARs at the subscription price per unit on the acquisition date designated by the Board of Directors, upon giving 20 trading days' prior notice in accordance with Articles 273 and 274 of the Companies Act.</p> <p>(2) If the shareholders' meeting approves a merger in which the Company is the dissolving company, or a share exchange or share transfer making the Company a wholly-owned subsidiary (collectively, "Organizational Restructuring"), the Company shall, prior to the effective date of such Organizational Restructuring, acquire all remaining SARs in exchange for delivering to the SAR Holders an amount equal to the subscription price per unit, upon giving 20 trading days' prior notice in accordance with Articles 273 and 274 of the Companies Act.</p> <p>(3) If the Company's shares are designated as supervised, specially cautioned, or delisted by the TSE, the Company shall, two weeks after the date of such designation or the decision date of delisting (or, if that date falls on a holiday of Japan Securities Depository Center, Inc. ("JASDEC") or similar, on the next business day), acquire all remaining SARs in exchange for delivering to the SAR Holders an amount equal to the subscription price per unit. The Company shall cancel the SARs so acquired.</p>
17.	<b>Exercise Request and Payment Procedure</b>	To exercise the SARs, during the exercise period set forth in Item 14, the SAR Holder shall notify the exercise request reception desk set forth in Item 21 (hereinafter, the "Exercise Request Reception Desk") of all matters necessary for the exercise request, and shall transfer in cash the full amount of money to be paid upon exercise of the SARs to the account designated by the Company at the payment handling location set forth in Item 22.
18.	<b>Effective Time of Exercise Request</b>	An exercise request for the SARs shall become effective when all matters necessary for the exercise request have been notified to the Exercise Request Reception Desk set forth in Item 21 and the full amount of money to be paid upon exercise of the SARs has been deposited into the account set forth in the preceding Item.
19.	<b>Basis for Determining Subscription Price and Exercise Price</b>	Based on a Monte Carlo simulation model, which is a commonly used pricing model, and with reference to the results of valuation with certain assumptions regarding the market environment

		as of the valuation date, share price, volatility, projected dividend yield, risk-free interest rate, planned allottee's exercise behavior, and planned allottee's share holding trends, the subscription price per SAR was set as described in Item 3. Furthermore, the value of the property to be contributed upon exercise of the SARs is as described in Item 10, and the exercise price was set at JPY 250.
20.	<b>No SAR Certificates</b>	The Company shall not issue SAR certificates for the SARs.
21.	<b>Exercise Request Reception Desk</b>	HODL1, inc., Management Division
22.	<b>Payment Handling Location for Subscription Payment and Exercise</b>	Mitsubishi UFJ Trust and Banking Corporation, Head Office
23.	<b>Substitution and Other Measures</b>	If it becomes necessary to substitute terms, make interpretations, or take other measures in the provisions of these terms and conditions as a result of amendments to the Companies Act or other laws, the Company shall take such necessary measures.
24.	<b>Delegation</b>	Determination of any matters necessary for the issuance of the SARs not specified in the items above is delegated to the Representative Director of the Company.
25.	<b>Condition</b>	Each item above is conditioned upon the effectiveness of the registration statement filed under the Financial Instruments and Exchange Act.

(Exhibit 2)

Terms and Conditions of the 17th Series Stock Acquisition Rights of HODL1, inc.

(1)	Name of SARs	17th Series Stock Acquisition Rights of HODL1, inc. (hereinafter, the "SARs")
(2)	Total Number of SARs	60,000 units
(3)	Subscription Price	JPY 82 (JPY 0.82 per underlying share)
(4)	Subscription Period	May 19, 2026
(5)	Allotment Date	May 19, 2026
(6)	Payment Date	May 19, 2026
(7)	Solicitation Method and Allottees	Allotted through third-party allotment as follows: a'gil Co., Ltd.: 25,000 units Fracton Ventures Inc.: 2,500 units Hiroki Tahara: 20,000 units Ryo Tanaka: 10,000 units Toyotaka Sakai: 2,500 units
(8)	Type and Number of Underlying Shares (or Method of Calculating Such Number)	<p>1. The type and total number of shares underlying the SARs shall be 6,000,000 shares of Company common stock (the number of shares per SAR (hereinafter, the "Allocated Share Count") shall be 100 shares per unit). However, if the Allocated Share Count is adjusted pursuant to Paragraphs 2 and 3 of this Item, the total number of shares underlying the SARs shall be adjusted in accordance with the adjusted Allocated Share Count.</p> <p>2. In the event of a split, free allotment, or consolidation of the Company's common shares (collectively, "Stock Split, Etc."), the Allocated Share Count shall be adjusted in accordance with the following formula:</p> $\text{Adjusted Allocated Share Count} = \text{Pre-adjustment Allocated Share Count} \times \text{Stock Split Etc. Ratio}$ <p>3. In the event that the Company adjusts the exercise price pursuant to Paragraph 3 of the section "Property to be Contributed upon Exercise" (as defined in Paragraph 2 of such section), the Allocated Share Count shall be adjusted in accordance with the following formula:</p> $\text{Adjusted Allocated Share Count} = (\text{Pre-adjustment Allocated Share Count} \times \text{Pre-adjustment Exercise Price}) \div \text{Adjusted Exercise Price}$ <p>The pre-adjustment exercise price and adjusted exercise price in the above formula shall be the pre-adjustment exercise price and adjusted exercise price as set forth in Paragraph 3 of the section "Property to be Contributed upon Exercise."</p> <p>4. The adjustments under Paragraphs 2 and 3 of this Item shall be made only with respect to the Allocated Share Count of unexercised SARs as of the date on which the adjusted Allocated Share Count becomes applicable, and any fraction of a share resu</p>

		<p>lting from the adjustment shall be rounded down.</p> <p>5. The date on which the adjusted Allocated Share Count becomes applicable shall be the same date as the date on which the adjusted exercise price to which the relevant adjustment event relates pursuant to sub-paragraphs (2) and (4) of Paragraph 3 of the section "Property to be Contributed upon Exercise" becomes applicable.</p> <p>6. When adjusting the Allocated Share Count, the Company shall notify the SAR Holders (hereinafter, "SAR Holders") in writing in advance of the adjustment and its reasons, the pre-adjustment Allocated Share Count, the adjusted Allocated Share Count, and the date from which the adjustment applies, and any other necessary matters. However, if notification cannot be given by the day before the applicable date in the case prescribed in sub-paragraph ⑦ of Paragraph 3(2) of the section "Property to be Contributed upon Exercise" or in other cases, the notification shall be given as promptly as practicable after the applicable date.</p> <p>7. Subscription price per SAR: JPY 82 per unit.</p>
(9)	Adjustment of Exercise Price	<p>(1) After issuance of the SARs, if there is, or there is a possibility of, a change in the total number of issued common shares of the Company due to each of the events listed in Paragraph (2) below, the Company shall adjust the exercise price using the following formula (hereinafter, the "Exercise Price Adjustment Formula"):</p> $\text{Adjusted Exercise Price} = \frac{\text{Pre-adjustment Exercise Price} \times (\text{Existing Issued Shares} + (\text{Number of Shares Delivered} \times \text{Payment per Share} \div \text{Market Price}))}{\text{Existing Issued Shares} + \text{Number of Shares Delivered}}$ <p>"Existing Issued Shares" means the number of the Company's issued common shares as of the record date (if any) for allocating subscription rights to the Company's common shareholders (hereinafter, "Common Shareholders"), or if no such record date has been set, as of the date one month before the date on which the adjusted exercise price becomes applicable, minus the number of common shares held by the Company on the date the adjusted exercise price becomes applicable, plus the number of common shares that have been deemed to be delivered but not yet actually delivered pursuant to Paragraph 3(2) through (4) of this Item prior to such exercise price adjustment. Note that in the event of a stock split of the Company's common shares, the number of shares delivered used in the Exercise Price Adjustment Formula shall not include any increase in the number of common shares held by the Company as of the record date.</p> <p>(2) The cases in which the exercise price of the SARs shall be adjusted pursuant to the Exercise Price Adjustment Formula, and the date from which the adjusted exercise price shall apply, shall be as follows:</p> <p>① In the event that the Company delivers common shares at a payment per share below the market price (as defined in Paragraph 3(3)② of this Item; hereinafter, "Market Price," except in</p>

the case of Paragraph 3(4)③ of this Item) used in the Exercise Price Adjustment Formula (except for delivery in exchange for the acquisition of shares with acquisition clauses, shares with put options, or stock acquisition rights with acquisition clauses (including those attached to bonds with stock acquisition rights) issued by the Company, or delivery by reason of conversion, exchange, or exercise of stock acquisition rights (including those attached to bonds with stock acquisition rights and those issued under stock option plans) or other securities or rights that may be exercised to request delivery of Company common shares):

The adjusted exercise price shall apply from the day following the payment date (or, if a payment period is set in connection with the solicitation, the last day of such payment period; the same applies hereinafter), or, if there is a record date for allocating subscription rights to Common Shareholders, from the day following that date.

② In the event of a stock split or free allotment of Company common shares:

The adjusted exercise price shall apply from the day following the record date for the stock split or the day following the effective date of the free allotment. However, if there is a record date for allocating subscription rights to Common Shareholders in connection with a free allotment of Company common shares, the adjusted exercise price shall apply from the day following that date.

The adjusted exercise price shall apply from the day following the record date for the stock split.

③ In the event of an issuance (including by free allotment) of shares with put options providing for delivery of Company common shares in exchange for their acquisition at a price below Market Price, or stock acquisition rights (including those attached to bonds with stock acquisition rights) or other securities or rights (including by free allotment, but excluding allocation of stock acquisition rights under stock option plans) exercisable to request delivery of Company common shares at a price below Market Price:

The adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis, assuming that all of the issued Convertible Securities have been converted, exchanged, or exercised under the initial terms and Company common shares have been delivered, and shall apply from the day following the payment date (or the allotment date in the case of stock acquisition rights) or the effective date of the free allotment. However, if there is a record date for allocating subscription rights to Common Shareholders, the adjusted exercise price shall apply from the day following that date.

Notwithstanding the foregoing, if the consideration per Company common share to be delivered has not been determined as of the time of issuance of the Convertible Securities, the adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis as of the time such consideration is determined, and shall apply from the day

following the date on which such consideration is determined.

④ In the event that Company common shares are delivered in exchange for acquisition of shares with acquisition clauses or stock acquisition rights with acquisition clauses (including those attached to bonds with stock acquisition rights) issued by the Company, at a price below Market Price:

The adjusted exercise price shall apply from the day following the acquisition date.

Notwithstanding the foregoing, if an exercise price adjustment under ③ or ⑤ of this Paragraph has already been made in connection with the relevant instruments, then: (i) only if the fully-diluted common shares outstanding (as defined in Paragraph 3(3)③) after such delivery exceed the issued common shares immediately before such delivery, the adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis, treating the excess number of shares as the Number of Shares Delivered; and (ii) if the fully-diluted shares do not exceed the issued common shares immediately before such delivery, no adjustment shall be made pursuant to this ④.

⑤ In the event that the per-share consideration ("Acquisition Price") for Convertible Securities is revised downward or changed downward in a similar manner ("Downward Revision," excluding adjustments based on anti-dilution provisions similar to those in Paragraphs 3(2) through (4) of this Item), and the Acquisition Price after such Downward Revision falls below the Market Price on the Acquisition Price Revision Date:

(i) If no exercise price adjustment pursuant to ③ has been made before the Acquisition Price Revision Date, the adjusted exercise price shall be calculated by applying the provisions of ③ mutatis mutandis, assuming all Convertible Securities outstanding on the Acquisition Price Revision Date have been converted, exchanged, or exercised under the terms after such Downward Revision, and shall apply from the day following the Acquisition Price Revision Date.

(ii) If an exercise price adjustment pursuant to ③ or (i) above has already been made before the Acquisition Price Revision Date, and if the fully-diluted shares exceed the Existing Issued Shares as of the Acquisition Price Revision Date, the adjusted exercise price shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis, treating such excess shares as the "Number of Shares Delivered," and shall apply from the day following the Acquisition Price Revision Date.

⑥ The "consideration" in ③ through ⑤ above means the amount paid upon issuance of the relevant shares or stock acquisition rights (including those attached to bonds with stock acquisition rights) (in the case of stock acquisition rights in ③, including the amount to be invested upon exercise), minus the amount of money or other assets to be delivered to the holder upon acquisition or exercise, divided by the number of Company common shares to be delivered upon acquisition or exercise.

⑦ In each of the transactions in ① through ③ of this Paragraph where a record date is set for allocating subscription rig

hts to Common Shareholders and the effectiveness of each transaction is conditioned upon approval by a shareholders' meeting, Board of Directors meeting, or other corporate body held on or after such record date, notwithstanding ① through ③, the adjusted exercise price shall apply from the day following the date such approval was obtained.

In such case, the Company shall deliver Company common shares to SAR Holders who exercised their SARs between the day following the record date and the date on which the transaction was approved, calculated as follows:

Number of Shares = (Pre-adjustment Exercise Price - Adjusted Exercise Price) × Number of Shares Delivered During the Relevant Period at the Pre-adjustment Exercise Price ÷ Adjusted Exercise Price

(3) ① Calculations under the Exercise Price Adjustment Formula shall be carried out to two decimal places below the yen unit, and the second decimal place shall be rounded down.

② The Market Price means the simple average of the daily regular-session closing prices of the Company's common shares on the TSE for the 30 trading days (excluding days without a closing price) beginning on the 45th trading day prior to the date on which the adjusted exercise price becomes applicable (or the record date in the case of Paragraph 3(2)⑦). The calculation of the average shall be carried out to two decimal places below the yen unit, and the second decimal place shall be rounded down.

③ The fully-diluted common shares outstanding means the number of the Company's issued common shares as of the date one month before the date on which the adjusted exercise price becomes applicable, minus the number of common shares held by the Company on that date, plus the number of common shares that have been deemed to be delivered but not yet actually delivered pursuant to Paragraphs 3(2) through (4) of this Item prior to such exercise price adjustment (including those deemed to be the Number of Shares Delivered in such exercise price adjustment).

④ In the event that securities or rights similar to those prescribed in Paragraphs 3(2)① through ⑤ are delivered, the adjusted exercise price shall be calculated by applying mutatis mutandis the provisions of Paragraph 3(2) applicable to such similar securities or rights.

(4) In addition to the cases where exercise price adjustment pursuant to Paragraph (2) is required, in the following cases the Company shall, after consultation with and obtaining the approval of the SAR Holders, make any necessary exercise price adjustments.

Other cases:

① When an exercise price adjustment is required for a share consolidation, capital reduction, merger in which the Company is the surviving company, succession to all or part of the rights and obligations of another company through absorption-type demerger, or acquisition of all issued shares of a joint-stock

		<p>company through share exchange.</p> <p>② When an exercise price adjustment is required due to the occurrence of, or the possibility of, a change in the number of the Company's common shares.</p> <p>③ When two or more adjustment events occur in close succession and it is necessary to take into account the impact of one event on the Market Price to be used in calculating the adjusted exercise price based on another event.</p> <p>(5) When making an exercise price adjustment pursuant to Paragraphs (1) through (4) of this Item, the Company shall notify SAR Holders in writing in advance of the adjustment and its reasons, the pre-adjustment exercise price, the adjusted exercise price, the date from which the adjustment applies, and any other necessary matters. However, if notification cannot be given by the day before the applicable date in the case prescribed in Paragraph 3(2)⑦ or in other cases, the notification shall be given as promptly as practicable after the applicable date.</p>
10.	<b>Exercise Period</b>	From May 20, 2026 to May 19, 2031 (provided that, in the event that the Company acquires all SARs pursuant to the section "Grounds and Conditions for Acquisition of SARs," the SARs to be acquired by the Company shall be exercisable until the business day immediately preceding the effective date of such acquisition).
11.	<b>Exercise Request Reception Desk</b>	Mitsubishi UFJ Trust and Banking Corporation, Securities Agency Division
12.	<b>Payment Handling Location</b>	Mitsubishi UFJ Trust and Banking Corporation, Head Office
13.	<b>Application of the Act on Book-Entry Transfer, Etc.</b>	The SARs shall be designated as book-entry stock acquisition rights under the Act on Book-Entry Transfer of Corporate Bonds, Stocks, Etc., and all provisions of such Act shall apply thereto. The handling of the SARs shall also comply with the business rules on transfer of shares, etc., and the enforcement rules and other regulations established by JASDEC.
14.	<b>Name and Address of Book-Entry Institution</b>	Japan Securities Depository Center, Inc. (hereinafter, "JASDEC") 7-1 Nihonbashi Kabuto-cho, Chuo-ku, Tokyo
15.	<b>Conditions for Exercise</b>	Partial exercise of an individual SAR is not permitted.
16.	<b>Grounds and Conditions for Acquisition of SARs</b>	<p>(1) If the Board of Directors resolves that acquisition of the SARs is necessary, the Company may, on or after November 15, 2026, acquire all remaining SARs at the subscription price per unit on the acquisition date designated by the Board of Directors, upon giving 20 trading days' prior notice in accordance with Articles 273 and 274 of the Companies Act.</p> <p>(2) If the shareholders' meeting approves an Organizational Restructuring, the Company shall, prior to the effective date of such Organizational Restructuring, acquire all remaining SARs in exchange for delivering to the SAR Holders an amount equal to the subscription price per unit, upon giving 20 trading days' prior notice in accordance with Articles 273 and 274 of the Companies Act.</p>

		<p>(3) If the Company's shares are designated as supervised, specially cautioned, or delisted by the TSE, the Company shall, two weeks after the date of such designation or the decision date of delisting (or, if that date falls on a JASDEC holiday or similar, on the next business day), acquire all remaining SARs in exchange for delivering to the SAR Holders an amount equal to the subscription price per unit. The Company shall cancel the SARs so acquired.</p>
17.	<b>Transfer of SARs</b>	There are no applicable matters regarding transfer restrictions under Article 236, Paragraph 1, Item 6 of the Companies Act.
18.	<b>Issuance of Stock Acquisition Rights upon Organizational Restructuring</b>	<p>In the event that the Company undergoes an absorption-type merger (as dissolving company), consolidation-type merger (as dissolving company), absorption-type demerger (as splitting company), incorporation-type demerger (as splitting company), share exchange (as wholly-owned subsidiary), or share transfer (as wholly-owned subsidiary) (collectively, "Organizational Restructuring"), the surviving company in the absorption-type merger, the company incorporated in the consolidation-type merger, the succeeding company in the absorption-type demerger, the company incorporated in the incorporation-type demerger, the wholly-owning parent company in the share exchange, or the wholly-owning parent company incorporated in the share transfer (collectively, the "Reorganized Company") shall, in lieu of the SARs remaining immediately before the effective date of the Organizational Restructuring, issue new stock acquisition rights to the SAR Holders on the following terms:</p> <p>(1) Number of new stock acquisition rights to be issued:</p> <p>Rationally adjusted based on the number of SARs held by the SAR Holder, taking into account the terms of the Organizational Restructuring. Fractions less than one unit after adjustment shall be rounded down.</p> <p>(2) Type of shares underlying the new stock acquisition rights:</p> <p>Shares of the same type issued by the Reorganized Company.</p> <p>(3) Method for calculating the number of shares underlying the new stock acquisition rights:</p> <p>Rationally adjusted taking into account the terms of the Organizational Restructuring. Fractions less than one share after adjustment shall be rounded up.</p> <p>(4) Value of property to be contributed upon exercise of the new stock acquisition rights:</p> <p>Rationally adjusted taking into account the terms of the Organizational Restructuring. Fractions less than one yen after adjustment shall be rounded up.</p> <p>(5) Exercise period, increases in capital and capital reserves upon share issuance, call provisions, issuance of replacement stock acquisition rights upon Organizational Restructuring, SAR certificates, and exercise conditions for the new stock acquisition rights shall be determined upon the Organizational Restructuring in accordance with the terms and conditions of these SARs.</p>

19.	<b>Exercise Request Procedure</b>	<p>(1) To exercise the SARs, during the period set forth in Item 10, the SAR Holder shall notify the exercise request reception desk set forth in Item 11 of all matters necessary for the exercise request.</p> <p>(2) To exercise the SARs, in addition to the notification in (1) above, the SAR Holder shall transfer in cash the full value of the property to be contributed upon exercise to the account designated by the Company at the payment handling location set forth in Item 12.</p> <p>(3) A person who has submitted an exercise request for the SARs may not thereafter withdraw such request.</p> <p>(4) An exercise request for the SARs shall become effective on the date on which all matters necessary for the exercise request have been notified to the exercise request reception desk set forth in Item 11 and the full value of the property to be contributed upon exercise has been deposited into the account set forth in (2) above.</p>
20.	<b>Method of Share Delivery</b>	<p>The Company shall deliver shares as promptly as practicable after the exercise request becomes effective, by making a record of an increase in book-entry shares in the holding section of the book-entry account register maintained by the book-entry institution or account management institution designated by the SAR Holder, pursuant to the Act on Book-Entry Transfer of Corporate Bonds, Stocks, Etc. (Act No. 75 of 2001) and other related laws and regulations.</p>
21.	<b>No SAR Certificates</b>	<p>The Company shall not issue certificates for the SARs.</p>
22.	<b>Other</b>	<p>(1) If it becomes necessary to substitute terms, make interpretations, or take other measures in the provisions of these terms and conditions as a result of amendments to the Companies Act or other laws, the Company shall take such necessary measures.</p> <p>(2) Each item above is conditioned upon the effectiveness of the registration statement filed under the Financial Instruments and Exchange Act.</p> <p>(3) Any other detailed matters necessary for the issuance of the SARs are delegated to the Representative Director of the Company.</p>