

Notice: This is a translation of a notice in Japanese and is made solely for the convenience of foreign shareholders.
In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

The Notice of Convocation

(Securities Code 4373)
(Date of commencement of electronic provision measures) May 29, 2026
(Date of mailing) May 29, 2026

To Shareholders:

Notice of Convocation of the 10th Ordinary General Meeting of Shareholders

Dear Madam/Sir:

You are hereby notified that the 10th Ordinary General Meeting of Shareholders of Simplex Holdings, Inc. (the “Company”) will be held as stated below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, which electronically provide information contained in the Reference Documents, etc. for the General Meeting of Shareholders (the “matters subject to electronic provision measures”), and has posted this information on the following websites on the Internet. Please access either of the following websites to view the information.

[The Company website (“Shareholders’ Meeting” page)]

<https://www.simplex.holdings/en/ir/stock/meeting/>

When accessing from the Company website top page (<https://www.simplex.holdings/en/>), please click on “Investor Relations,” “Stock Information,” and “Shareholders’ Meeting” in this order to view the information.

[Website for Shareholders’ Meeting materials]

<https://d.sokai.jp/4373/teiji/>

[The Tokyo Stock Exchange (TSE) website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the TSE website above, enter “Simplex Holdings” in the “Issue name (company name)” field or our securities code “4373” in the “Code” field, and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to find “[Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting]” in the “Filed information available for public inspection” section.

Shareholders' voting rights may be exercised by mailing the Voting Rights Exercise Form sent with this Notice of Convocation or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 6:00 p.m. on Friday, June 19, 2026.

Yours faithfully,

Hideki Kaneko
Representative Director, President and CEO
Simplex Holdings, Inc.
19F Toranomon Hills Mori Tower,
1-23-1 Toranomon, Minato-ku, Tokyo,
Japan

Particulars

1. **Date and Time:** 10:00 a.m. on Saturday, June 20, 2026 (Japan time)
2. **Place:** Main Hall, Toranomom Hills Forum
5F Toranomom Hills Mori Tower,
1-23-3 Toranomom, Minato-ku, Tokyo
3. **Purpose:**

Matters to be reported:

1. Report on the Business Report, Consolidated Financial Statements, and report on the results of audit by the Independent Auditor and the Audit and Supervisory Committee for Consolidated Financial Statements for the 10th fiscal year (from April 1, 2025 to March 31, 2026);
2. Report on the Non-consolidated Financial Statements for the 10th fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- First Proposal:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Second Proposal:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Third Proposal:** Revision of Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

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- * Should any of the matters subject to electronic provision measures require revisions, the revised versions will be posted on each of the above websites on the Internet.
 - * Among the matters subject to electronic provision measures, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements contained in such paper copy constitute only part of the documents audited by the Independent Auditor and the Audit and Supervisory Committee Members in the preparation of the Independent Auditor's Report and the Audit Report, respectively.
 - (i) "Risk Factors" and "Share Acquisition Rights" in the Business Report
 - (ii) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" as part of the Consolidated Financial Statements
 - (iii) "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" as part of the Non-consolidated Financial Statements
 - * The results of the resolutions of this General Meeting of Shareholders will be posted on the Company's website (<https://www.simplex.holdings/en/ir/>) after the conclusion of this meeting, in lieu of sending written notice of resolutions.

“Smart Convocation” service allows you to view the convocation notice more smartly

The Company has introduced the Smart Convocation service that allows you to view the main content of the convocation notice with your smartphone or other devices.

Please access the URL or the QR Code below to view the Smart Convocation webpage.
(For this translation, the QR Code is omitted.)

<https://p.sokai.jp/4373/>

* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

* This service is only available in Japanese.

<Important notice for shareholders attending the meeting in person>

- We will **provide gifts to shareholders** at the meeting, **but only one per shareholder attending the meeting, regardless of the number of voting rights you exercised or that of Voting Rights Exercise Forms you bring with you.**
- We will **hold a social gathering for shareholders** after the close of this meeting as a valuable opportunity for exchange and conversation between shareholders and the Company's management. **Buffet-style meal and soft drinks will be available at the venue. Your attendance will be welcomed.**
- Although a sufficient number of seats will be available at the venue, **we may restrict entry to the venue if all seats are occupied.**
- Please bring the Voting Rights Exercise Form sent with this Notice of Convocation and submit the form at the reception.
- From a perspective of saving paper resources, we will **not provide a printed copy of this Convocation Notice at the venue of the meeting.** Please bring your smartphone or any other device that can access the Internet.
- In principle, a shareholder who requires an interpreter (including a sign language interpreter) or an assistant may attend the meeting accompanied by one such person. Please note that these interpreters or assistants are not entitled to exercise voting rights.

Live stream of the General Meeting of Shareholders and Information on Pre-submission of Questions

The General Meeting of Shareholders will be live-streamed on the website below.

A preliminary application is not required to view the live stream.

In addition, we ask shareholders to pre-submit questions through the website.

- (1) How to access the website
<https://links-v.pdcp.jp/4373/2026/simplexholdings/>
 - (i) Please access the website via the URL above or by scanning the QR Code to the right.
(For this translation, the QR Code is omitted.)
 - (ii) Please enter your login ID (nine-digit Shareholder ID number printed on the Voting Rights Exercise Form) and password (seven-digit zip code) on the authentication screen (login screen) to log in.
- (2) How to view the live stream
After logging in, please click “View Live” on the menu screen to proceed to the viewing screen.
* The viewing screen will become accessible on Saturday, June 20, 2026 at 9:30 a.m.
- (3) How to pre-submit questions
We accept questions and messages for the General Meeting of Shareholders in advance.
After logging in, please click “Advance Questions” on the menu screen and fill out the form.
Submission deadline: Sunday, June 14, 2026 by 12:00 p.m.

- * Please note that you cannot exercise your voting rights on this website.
- * If the live stream is cancelled for any reason, we will announce it on the Company's website.
- * We will distribute a video of part of the General Meeting of Shareholders on-demand at a later date.
(This service is only available in Japanese.)

Guidance for Means of Exercising Voting Rights:

Voting rights exercised at the General Meeting of Shareholders represent an important right of the shareholders.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

There are three means of exercising voting rights as described below.

When exercising voting rights via the Internet:

Deadline for exercise: vote is required to be received by 6:00 p.m. on Friday, June 19, 2026

Please indicate your approval or disapproval of each proposal following the guidance on the next page.

When exercising voting rights in writing (by mail):

Deadline for exercise: Voting Rights Exercise Form is required to be arrived by 6:00 p.m. on Friday, June 19, 2026

Please indicate your vote for or against each proposal on the Voting Rights Exercise Form sent with this Notice of Convocation and return by mail.

When attending the meeting in person:

Date and time of the meeting: 10:00 a.m. on Saturday, June 20, 2026

Please submit the Voting Rights Exercise Form sent with this Notice of Convocation at the reception.

How to Fill Out Voting Rights Exercise Form

Please indicate your approval or disapproval of each proposal.

First and Second Proposals

- If you approve the election of all candidates, put a circle in the “贊 (approve)” box.
 - If you disapprove the election of all candidates, put a circle in the “否 (disapprove)” box.
 - If you disapprove the election of a certain candidate(s), put a circle in the “贊 (approve)” box, and also write the candidate number for each candidate you disapprove to be elected.
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- * If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, we will treat it as if you indicated your approval.
 - * If you exercise your voting rights both in writing (by mail) and via the Internet, only the vote exercised via the Internet will be recognized as valid.
 - * If you exercise your voting rights redundantly via the Internet, only the last vote will be recognized as valid.

[Exercise of Voting Rights via the Internet]

Scanning the QR code (“Smart Voting”)

You can log into the voting rights exercise website for Smart Voting without entering a voting rights exercise code or password.

1. Scan the QR code on the lower right of the Voting Rights Exercise Form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Follow the instructions on the screen and enter your approval or disapproval.

Exercising voting rights through Smart Voting is valid only once.

If you wish to change the content of your vote after exercising your voting rights, please access the website for PC, enter the “Voting Rights Exercise Code” and “password” printed on the Voting Rights Exercise Form to log in, and exercise your voting rights again.

* Please rescan the QR code to go to the website for PC.

Entering the Voting Rights Exercise Code and password

Voting Rights Exercise Website: <https://www.web54.net>

1. Access the voting rights exercise website.
Click “Next.”
2. Enter the “Voting Rights Exercise Code” printed on the Voting Rights Exercise Form.
Enter the “Voting Rights Exercise Code.”
Click “Log in.”
3. Enter the “password” in the Voting Rights Exercise Form.
Enter the “password.”
Set a new password that you will actually use.
Click “Register.”
4. Follow the instructions on the screen and enter your approval or disapproval.

For inquiries regarding how to operate your computer or smartphone to exercise voting rights via the Internet, please call the help desk below.

Stock Transfer Agency Web Support
Sumitomo Mitsui Trust Bank, Limited
Tel: 0120-652-031 (toll-free in Japan)
Hours: 9:00 a.m. to 9:00 p.m.

Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and Matters for Reference

First Proposal: Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the close of this General Meeting of Shareholders.

Therefore, it is proposed that five (5) Directors be elected, adding one (1) new member to strengthen the management structure.

The Audit and Supervisory Committee has expressed no objection to this proposal.

The candidates for Directors are as follows:

Candidate No.	Name	Current position and responsibilities at the Company	Nomination and Compensation Committee Member*	Attribute
1	Hideki Kaneko	Representative Director, President and CEO	○	Reelection
2	Kozo Sukema	Director, Vice President and Co-COO	—	Reelection
3	Masataka Soda	Director, Vice President and Co-COO	—	Reelection
4	Keisuke Enosawa	Director and CFO	—	Reelection
5	Tatsuya Nakayabu	—	—	New election

New election: Candidate for new election as director

Reelection: Candidate for reelection as director

- * The Company has established a voluntary Nomination and Compensation Committee as an advisory committee to the Board of Directors in order to improve the transparency and objectivity of the deliberation process regarding the election and dismissal of Directors and the compensation system. The Committee discussed the election and dismissal of Directors, their compensation and others in advance. The Board of Directors makes decisions with the utmost respect for the Committee's recommendations. The Committee consists of three or more of the Company's Directors, and more than half of the Committee members are Outside Directors.
(○ the Committee member, ◎ Chairperson of the Committee)

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
1	 Hideki Kaneko (September 1, 1963) Reelection	April 1987: Joined Arthur Andersen & Co. (currently Accenture Japan Ltd.) November 1990: Joined CATS Software Inc. November 1991: Joined Salomon Brothers Asia Ltd. (currently Citigroup Inc.) September 1997: Joined Simplex Risk Management (currently Simplex Inc.) August 2000: Representative Director and President, Simplex Inc. (present post)* April 2008: Director, Simplex U.S.A., Inc. (present post) June 2008: Representative Director and President, Simplex Business Solutions, Inc. (currently Xspear Consulting, Inc.) December 2016: Founded the Company and appointed as Representative Director, President and CEO (present post) February 2017: Representative Director, Simplex Global Inc. June 2017: Director, Simplex Global Inc. (present post) June 2021: Representative Director, Chairman and President, Deep Percept Inc. (present post)* November 2022: Director, SIMPLEX QUANTUM Inc. (present post) February 2023: Director and Co-Chairperson, SBI Simplex Solutions Co., Ltd. (present post)* (Years in office as Director) 9 years and 6 months (Attendance in meetings of the Board of Directors) 13/13 meetings (Reasons for selection as a candidate for Director) Mr. Hideki Kaneko is selected as a candidate for Director because he has been responsible for the management of the Group as Representative Director and President since 2000 and has promoted the formulation and implementation of management strategies for many years. Therefore, we believe that he will continue to promote the business of the Group and contribute to enhancing the corporate value.	38,927,600 shares

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
2	 Kozo Sukema (July 29, 1972) Reelection	April 1996: Joined Andersen Consulting (currently Accenture Japan Ltd.) November 1999: Joined ACCESS Co., Ltd. June 2003: Joined Accenture Japan Ltd. January 2005: Joined USEN Corporation August 2008: Joined Simplex Technology, Inc. (currently Simplex Inc.) January 2014: Senior Managing Officer, Simplex Inc. December 2016: Senior Managing Director, Simplex Inc. January 2017: Senior Managing Director, the Company April 2020: Director and Vice President, Simplex Inc.; Director, Deep Percept Inc. March 2021: Director, Vice President and Co-COO, the Company (present post) June 2022: Director, Xspear Consulting, Inc. February 2023: Representative Director and President, SBI Simplex Solutions Co., Ltd. (present post)* January 2024: Managing Director, SBI SECURITIES Co., Ltd. (present post)* Representative Director, SBI BITS Co., Ltd. July 2025: Director, SBI N Systems Co., Ltd. (present post)* (Years in office as Director) 5 years and 3 months (Attendance in meetings of the Board of Directors) 13/13 meetings (Reasons for selection as a candidate for Director) Mr. Kozo Sukema is selected as a candidate for Director because he has extensive business execution experience and achievements in a wide range of business areas as Co-COO, and has contributed to the expansion of the Group through deep diving into customers. Therefore, we believe that he will continue to contribute to enhancing the corporate value of the Group.	1,500,000 shares

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
3	 Masataka Soda (October 30, 1978) Reelection	July 2002: Joined Accenture Japan Ltd. May 2007: Joined Simplex Technology, Inc. (currently Simplex Inc.) October 2007: Joined Accenture Japan Ltd. March 2011: Joined Simplex Consulting, Inc. (currently Simplex Inc.). June 2017: Senior Managing Director, Simplex Inc.; Director, Simplex Business Solutions, Inc. (currently Xspear Consulting, Inc.) March 2019: Director, Deep Percept Inc. (present post)* April 2020: Director and Vice President, Simplex Inc. (present post)* February 2021: Representative Director and President, Xspear Consulting, Inc. (present post)* March 2021: Director, Vice President and Co-COO, the Company (present post) (Years in office as Director) 5 years and 3 months (Attendance in meetings of the Board of Directors) 13/13 meetings (Reasons for selection as a candidate for Director) Mr. Masataka Soda is selected as a candidate for Director because he has contributed to acquiring new customers in a wide range of business areas as Co-COO, including the promotion of the new businesses launch as Representative Director and President of Xspear Consulting, Inc. Therefore, we believe that he will continue to contribute to enhancing the corporate value of the Group.	1,303,200 shares

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
4	 Keisuke Enosawa (September 1, 1983) Reelection	July 2007: Joined Simplex Technology, Inc. (currently Simplex Inc.) January 2017: Transferred to the Company March 2019: Statutory Auditor, Deep Percept Inc. March 2021: Director and CFO, the Company (present post) February 2023: Statutory Auditor, SBI Simplex Solutions Co., Ltd. (present post)* (Years in office as Director) 5 years and 3 months (Attendance in meetings of the Board of Directors) 13/13 meetings (Reasons for selection as a candidate for Director) Mr. Keisuke Enosawa is selected as a candidate for Director because he has extensive business execution experience and achievements in the corporate division as CFO, and has contributed to strengthening governance and improving organizational capabilities. Therefore, we believe that he will continue to contribute to the sustained growth of the Group by leveraging such experience and knowledge.	421,800 shares

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
5	 Tatsuya Nakayabu (August 20, 1969) New election	April 1992: Joined Andersen Consulting (currently Accenture Japan Ltd.) December 2005: Executive Partner, Accenture Japan Ltd. May 2009: Representative Director and President, Lunasentis Information Service Co., Ltd. September 2015: Executive Officer, General Manager of Communications, Media & Technology Headquarters, Accenture Japan Ltd. December 2018: Senior Executive Officer, Senior Managing Director, Accenture Japan Ltd. December 2022: Senior Executive Officer, General Manager of Industry X Headquarters, Accenture Japan Ltd. April 2026: Joined the Company (present post) (Years in office as Director) – (Attendance in meetings of the Board of Directors) –/– meetings (Reasons for selection as a candidate for Director) Mr. Tatsuya Nakayabu is selected as a candidate for Director because he has a wealth of work experience in and extensive insight into the consulting industry. Therefore, we believe that he will contribute to the further enhancement of the corporate value of the Group by applying his background in business execution and corporate management as well as leveraging such experience and knowledge.	– shares

- Notes: 1. Each candidate has no special interest in the Company.
2. “Number of shares of the Company owned” represents the number of shares beneficially owned by each candidate.
3. An asterisk (*) indicates important concurrent positions held in other organizations.
4. The Company has entered into a directors and officers liability insurance agreement with an insurance company as provided for in Article 430-3, Paragraph (1) of the Companies Act. This insurance agreement covers compensation for damages and other losses of the insured persons, including the Company’s Directors. If each candidate is elected and assumes office as a Director, he will be the insured person under the insurance agreement. The insurance agreement is scheduled to be renewed at the next renewal. Please refer to Business Report “3. Status of Officers (3) Outline of Directors and Officers Liability Insurance Agreement” for the outline of the content of such agreement.

Second Proposal: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The term of office of Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, and Mr. Yasuto Hamanishi as Directors who are Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders.

Therefore, it is proposed that three (3) Directors who are Audit and Supervisory Committee Members be elected.

The Audit and Supervisory Committee has approved for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Current position and responsibilities at the Company	Nomination and Compensation Committee Member*	Attribute
1	Ryozo Akiyama	Director (Audit and Supervisory Committee Member)	○	Reelection Outside Independent
2	Noriyuki Ogasawara	Director (Audit and Supervisory Committee Member)	◎	Reelection Outside Independent
3	Yasuto Hamanishi	Director (Audit and Supervisory Committee Member)	—	Reelection Outside Independent

Reelection: Candidate for reelection as director

Outside: Candidate as outside director

Independent: Independent Officer who satisfies the requirements of independence stipulated by Tokyo Stock Exchange, Inc.

* The Company has established a voluntary Nomination and Compensation Committee as an advisory committee to the Board of Directors in order to improve the transparency and objectivity of the deliberation process regarding the election and dismissal of Directors and the compensation system. The Committee discussed the election and dismissal of Directors, their compensation and others in advance. The Board of Directors makes decisions with the utmost respect for the Committee's recommendations. The Committee consists of three or more of the Company's Directors, and more than half of the Committee members are Outside Directors.

(○ the Committee member, ◎ Chairperson of the Committee)

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
1	 Ryozyo Akiyama (February 21, 1956) Reelection Outside Independent	April 1980: Joined Andersen Consulting (currently Accenture Japan Ltd.) February 2000: Representative Director, SunGard Systems Japan K.K. February 2001: Joined Arthur Andersen August 2004: Founded Elan Vital Ltd. and appointed as Representative Director and President (present post)* June 2014: Outside Director, Simplex Inc. December 2016: Outside Director, the Company March 2021: Outside Director (Audit and Supervisory Committee Member), the Company (present post) (Years in office as Director) Audit and Supervisory Committee Member: 5 years and 3 months Outside Director: 9 years and 6 months (Attendance in meetings of the Board of Directors) 13/13 meetings (Reasons for selection as a candidate for Outside Director and a summary of expected roles) Mr. Ryozyo Akiyama is selected as a candidate for Outside Director because he has a wealth of knowledge gained through his work experience at a major general consulting firm and his many years of experience as a representative director. Therefore, we expect that he will continue to leverage such knowledge to supervise and advise our directors on executing their duties from a professional perspective, particularly for developing our business strategies. If he is elected, he will be involved in the selection of the Company's director candidates and the determination of director compensation and others from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.	9,200 shares

Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
2	 Noriyuki Ogasawara (July 15, 1951) Reelection Outside Independent	April 1976: Joined Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.) February 2002: Executive Officer, Nikko Cordial Corporation (currently SMBC Nikko Securities Inc.) February 2004: President and Representative Director, Nikko Beans, Inc. (currently Monex, Inc.) August 2004: Chairman and Representative Director, Monex Beans Holdings, Inc. (currently Monex Group, Inc.) February 2005: Representative Director and Vice President, Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) February 2007: Executive Vice President, Nikko Cordial Corporation (currently SMBC Nikko Securities Inc.) August 2008: Director and Vice President, Nikko Citi Holdings, Inc. (currently Citigroup Japan Holdings G.K.) April 2011: Chairman and Representative Director, Nikko Systems Solutions, Ltd. April 2012: Member of the board of directors, Nikko Systems Solutions, Ltd. June 2012: Statutory Auditor, Simplex Holdings, Inc. (currently Simplex Inc.) (present post); Director and Chairman, Simplex Asset Management Co., Ltd. (present post)* December 2016: Statutory Auditor, the Company March 2021: Outside Director (Audit and Supervisory Committee Member), the Company (present post) June 2021: Outside Director, Japan Investment Corporation (present post)* (Years in office as Director) 5 years and 3 months (Attendance in meetings of the Board of Directors) 13/13 meetings	— shares

		(Reasons for selection as a candidate for Outside Director and a summary of expected roles) Mr. Noriyuki Ogasawara is selected as a candidate for Outside Director because he has abundant experience and extensive knowledge in corporate planning, human resources, and systems divisions of financial institutions, etc. Therefore, we expect that he will continue to leverage such knowledge to supervise and advise our directors on executing their duties from a professional perspective, particularly for management decision-making. If he is elected, he will continue to be involved in the selection of the Company's director candidates and the determination of director compensation and others from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.	
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Candidate No.	Name (Date of birth)	Resume, position and responsibilities at the Company	Number of shares of the Company owned
3	 Yasuto Hamanishi (October 11, 1959) Reelection Outside Independent	April 1984: Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.) April 2012: Executive Officer, Mizuho Securities Co., Ltd. April 2015: Managing Executive Officer, Mizuho Securities Co., Ltd. Managing Executive Officer, Mizuho Financial Group, Inc. April 2017: Senior Managing Executive Officer, Mizuho Securities Co., Ltd. April 2018: Outside Director, Mizuho Securities USA LLC April 2021: Deputy President and Executive Officer, Mizuho Securities Co., Ltd. April 2022: Officer, Mizuho Securities Co., Ltd. July 2022: Outside Director (Audit and Supervisory Committee Member), the Company (present post) November 2025: Outside Director, Kasumigaseki Capital Co., Ltd. (present post)* (Years in office as Director) 4 years (Attendance in meetings of the Board of Directors) 13/13 meetings (Reasons for selection as a candidate for Outside Director and a summary of expected roles) Mr. Yasuto Hamanishi is selected as a candidate for Outside Director because he has many years of experience and insight in financial institutions, including his experience as the head of the global investment banking division. Therefore, we expect that he will continue to leverage such knowledge to supervise and advise our directors on executing their duties from a higher perspective of the Group, including overseas operations.	— shares

- Notes:
1. Each candidate has no special interest in the Company.
 2. An asterisk (*) indicates important concurrent positions held in other organizations.
 3. Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, and Mr. Yasuto Hamanishi are candidates for Outside Directors.
 4. Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, and Mr. Yasuto Hamanishi are currently the Company's Outside Directors who are Audit and Supervisory Committee Members. The term of office as the Company's Outside Directors who are Audit and Supervisory Committee Members of Mr. Ryozo Akiyama and Mr. Noriyuki Ogasawara will be five (5) years and three (3) months at the close of this General Meeting of Shareholders. Meanwhile, the term of office as the Company's Outside Director who is an Audit and Supervisory Committee Member of Mr. Yasuto Hamanishi will be four (4) years at the close of this General Meeting of Shareholders. Mr. Ryozo Akiyama was previously the Company's officer (Outside Director) who was not an executive officer. Including the previous term of office, the term of office as the Company's Outside Director of Mr. Ryozo Akiyama will be nine (9) years and six (6) months at the close of this General Meeting of Shareholders. Mr. Noriyuki Ogasawara was previously the Company's officer (Auditor) who was not an executive officer.
 5. Pursuant to Article 427, Paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, and Mr. Yasuto Hamanishi to limit their liability for damages under Article 423, Paragraph (1) of the Companies Act. The maximum amount of liability for damages under the said agreement is the minimum liability amount provided in Article 425, Paragraph (1) of the Companies Act. If their reelection is approved, the Company will maintain such agreements with them.
 6. The Company has entered into a directors and officers liability insurance agreement with an insurance company as provided for in Article 430-3, Paragraph (1) of the Companies Act. This insurance agreement covers compensation for damages and other losses of the insured persons, including the Company's Directors who are Audit and Supervisory Committee Members. If each candidate is elected and assumes office as a Director who is an Audit and Supervisory Committee Member, he will be the insured person under the insurance agreement. The insurance agreement is scheduled to be renewed at the next renewal. Please refer to Business Report "3. Status of Officers (3) Outline of Directors and Officers Liability Insurance Agreement" for the outline of the content of such agreement.
 7. The Company has designated Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, and Mr. Yasuto Hamanishi as Independent Directors as stipulated by the Tokyo Stock Exchange, Inc. and has registered them with the Exchange. If their reelection is approved, they will continue to be Independent Directors. The Company determines the independence of Independent Outside Directors under the qualification requirements for independence as stipulated by the Tokyo Stock Exchange, Inc. In selecting Independent Outside Directors, the Company strives to select candidates who have a high level of expertise, extensive experience, and knowledge and achievements of management in general, and who can contribute to the sustained growth of the Group and the enhancement of corporate value over the medium- to long-term through constructive discussions at meetings of the Board of Directors and other.

Third Proposal: Revision of Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Extraordinary General Meeting of Shareholders held on March 17, 2021 resolved to set the maximum amount of compensation for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) at 0.9 billion yen per year, which has remained effective to date.

With the aim of further strengthening the management structure to continue enhancing the corporate value of the Group, the Company has presented for a resolution regarding the increase in the number of Directors by one (1) in the First Proposal “Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” at this General Meeting of Shareholders. In addition, taking into account the factors including increased responsibilities and expected roles of Directors amid recent changes in economic conditions and the business environment, the Company requests approval to revise the maximum amount of compensation for Directors to be 1.5 billion yen per year. As in the past, the amount of compensation for Directors shall exclude employee salaries for Directors who concurrently serve as employees.

This proposal was approved by the Board of Directors after consultation with the Nomination and Compensation Committee, a majority of which is composed of Independent Outside Directors, giving comprehensive consideration to the Company’s business scale, the Directors’ compensation system and the compensation levels, the current number of Directors, and future prospects, and the Board of Directors has determined that the content of this proposal is appropriate.

The policy on determination of details of individual compensation, etc. for Directors of the Company is as stated in Business Report “3. Status of Officers (4) Compensation, etc. of Directors (ii) Policy, etc. on determination of details of compensation for officers, etc.”

The current number of Directors is four (4) (including zero (0) Outside Directors). If First Proposal is approved as originally proposed, the number of Directors will be five (5) (including zero (0) Outside Directors).

Concerning this proposal, the Company’s Audit and Supervisory Committee has expressed its opinion that the contents of said compensation, etc. are appropriate for Directors to fulfill their responsibilities for enhancing the corporate value of the Company.

(Reference) Skills Matrix for the Candidates for Directors

If First Proposal and Second Proposal are approved as originally proposed, the Board composition will be as follows:

*The relevant areas are indicated by ● as the main skills.
(This does not represent all the expertise and experience possessed by the director.)

Name	Current position at the Company		Corporate management	IT / Technology	Finance / Accounting	Internationality	Human resources / Talent development	Legal / Compliance
Hideki Kaneko	Reelection	Representative Director, President and CEO	●	●		●	●	
Kozo Sukema	Reelection	Director, Vice President and Co-COO	●	●			●	
Masataka Soda	Reelection	Director, Vice President and Co-COO	●	●			●	
Keisuke Enosawa	Reelection	Director and CFO	●		●			●
Tatsuya Nakayabu	New election	–	●	●		●		
Ryozo Akiyama	Reelection Outside Independent	Director (Audit and Supervisory Committee Member)	●	●		●		
Noriyuki Ogasawara	Reelection Outside Independent	Director (Audit and Supervisory Committee Member)	●				●	●
Yoko Sugita	Incumbent Outside Independent	Director (Audit and Supervisory Committee Member)	●		●	●		
Mari Takahashi	Incumbent Outside Independent	Director (Audit and Supervisory Committee Member)	●				●	●
Yasuto Hamanishi	Reelection Outside Independent	Director (Audit and Supervisory Committee Member)	●		●	●		
Naoto Hirota	Incumbent Outside Independent	Director (Audit and Supervisory Committee Member)	●			●		●

New election: Director to be newly elected

Reelection: Director to be reelected

Incumbent: Incumbent Director

Outside: Outside Director

Independent: Independent Officer who satisfies the requirements of independence stipulated by Tokyo Stock Exchange, Inc.

Skill Description

Corporate management	Experience and expertise as a corporate manager, including experience as a director
IT/Technology	Knowledge and insights on IT, DX or other technologies, and work experience and expertise in system development and operations
Finance/Accounting	Certified Public Accountant, Certified Tax Accountant, work experience in an accounting or finance department, or other experience or expertise in the finance or accounting field
Internationality	Corporate management or work experience in global companies, or experience and expertise in overseas business development and the like
Personnel affairs/ Human resources development	Work experience in a personnel department, and other experience and expertise in the human resources and organizational fields such as personnel training, and design and development of internal systems
Legal/Compliance	Experience as an attorney-at-law or work experience in a legal or compliance department, as well as experience and expertise in risk management or corporate governance

End

Business Report (from April 1, 2025 to March 31, 2026)

1. Matters concerning Present State of the Simplex Group (Corporate Group)

Summary of Key Performance Indicators

		FY3/2025	FY3/2026 (Current fiscal year)	YoY	
				Change	Change (%)
Revenue	(Millions of yen)	47,394	58,682	11,289	23.8
Gross profit	(Millions of yen)	19,638	25,623	5,985	30.5
Operating profit	(Millions of yen)	10,804	14,420	3,616	33.5
Profit	(Millions of yen)	7,781	10,538	2,757	35.4
Profit attributable to owners of parent	(Millions of yen)	7,781	10,538	2,757	35.4
Total assets	(Millions of yen)	79,022	88,169	9,147	11.6
Total equity	(Millions of yen)	48,810	51,450	2,640	5.4
Basic earnings per share (Notes 1 and 2)	(Yen)	33.45	46.42	12.97	38.8
Equity attributable to owners of parent per share (Notes 1 and 3)	(Yen)	214.27	230.00	15.73	7.3
Dividend per share (Note 4) [of which interim dividend per share]	(Yen)	50.00 [—]	18.00 [—]	Note 4	Note 4

Notes: 1. The Company conducted a 4-for-1 stock split effective on December 1, 2025, pursuant to a resolution of the Board of Directors' meeting held on October 30, 2025. Basic earnings per share and equity attributable to owners of parent per share have been calculated based on the assumption that the stock split had been conducted at the beginning of the fiscal year ended March 31, 2025.

2. Basic earnings per share has been calculated based on the average number of shares outstanding during the period (less treasury shares), taking into account the aforementioned stock split.
As of March 31, 2025: 232,578,783 shares As of March 31, 2026: 227,033,934 shares

3. Equity attributable to owners of parent per share has been calculated based on the shares issued at the end of period (less treasury shares), taking into account the aforementioned stock split.
As of March 31, 2025: 227,798,112 shares As of March 31, 2026: 223,693,624 shares

4. The amount of the year-end dividend for the fiscal year ended March 31, 2026 is stated taking into account the aforementioned stock split. If the said stock split were not taken into account, the year-end dividend for the fiscal year ended March 31, 2026 would be 72 yen (an increase of 22.00 yen or 44.0% compared to the previous fiscal year).

(1) Overview and Results of Operations

Matters worthy of note with respect to earnings for the fiscal year ended March 31, 2026 (the current fiscal year) are summarized as follows:

- i) Revenue increased year-on-year to 58,682 million yen (up 23.8% from 47,394 million yen for the previous fiscal year), marking a record high, driven by strong sales in both System Integration and Operation Service, as well as solid contract wins in Strategy/DX Consulting.

Gross profit amounted to 25,623 million yen (up 30.5% from 19,638 million yen for the previous fiscal year), and the gross profit margin was 43.7% (compared with 41.4% for the previous fiscal year), both significantly exceeding the results for the previous fiscal year.

Selling, general and administrative expenses increased year-on-year to 9,594 million yen (up 31.3% from 7,307 million yen for the previous fiscal year) due mainly to an increase in new graduate hires as well as the enhancement of training programs and the implementation of measures for strengthening mid-career recruitment. Research and development expenses increased year-on-year to 1,572 million yen (up 6.6% from 1,475 million yen for the previous fiscal year). In addition, we recognized 16 million yen in other income and 52 million yen in other expenses.

As a result, operating profit amounted to 14,420 million yen (up 33.5% from 10,804 million yen for the previous fiscal year), and the operating profit margin came in at 24.6% (compared with 22.8% for the previous fiscal year). Profit before tax increased year-on-year to 14,352 million yen (up 33.8% from 10,729 million yen for the previous fiscal year), with 96 million yen, 195 million yen, and 31 million yen recognized as finance income, finance costs, and share of profit of investments accounted for using equity method, respectively.

Income tax expense amounted to 3,814 million yen (compared with 2,948 million yen for the previous fiscal year) and profit attributable to owners of parent increased year-on-year to 10,538 million yen (up 35.4% from 7,781 million yen for the previous fiscal year).

- ii) By service category, revenue from Strategy/DX Consulting amounted to 10,816 million yen, which significantly exceeded the 7,510 million yen recorded for the previous fiscal year, while the gross profit margin was 48.4%, falling below the 49.7% recorded for the previous fiscal year.

Revenue from System Integration amounted to 33,758 million yen with a gross profit margin of 43.0%, both of which significantly exceeded the figures for the previous fiscal year of 26,320 million yen and 39.8%, respectively.

Revenue from Operation Service amounted to 14,093 million yen with a gross profit margin of 41.4%, both of which exceeded the figures for the previous fiscal year of 13,518 million yen and 39.7%, respectively.

(Reference)

Breakdown of revenue by service category

(Millions of yen, unless otherwise indicated)

	FY3/2025			FY3/2026 (Current fiscal year)			
	Revenue	Percentage of total revenue (%)	Gross profit margin (%)	Revenue	Percentage of total revenue (%)	Gross profit margin (%)	YoY change
Strategy/DX Consulting	7,510	15.8	49.7	10,816	18.4	48.4	3,307
System Integration	26,320	55.5	39.8	33,758	57.5	43.0	7,438
Operation Service	13,518	28.5	39.7	14,093	24.0	41.4	574
Other	45	0.1	100.0	15	0.0	100.0	(30)
Total	47,394	100.0	41.4	58,682	100.0	43.7	11,289

Note: System Integration includes system engineering and other services.

Operation Service includes operation and maintenance, subscription services, and licensing.

Other consists primarily of the sale of goods, such as hardware and middleware.

Capital Expenditures

The Group made a capital investment of 424 million yen in the current fiscal year.

Financing of the Group

The Group has entered into commitment line agreements totaling 3,000 million yen with two financial institutions and overdraft agreements totaling 7,000 million yen with four financial institutions in order to raise working capital safely and efficiently.

(2) Assets, Profits and Losses for the Three Most Recent Fiscal Years

Assets, Profits and Losses of the Corporate Group

Items		FY3/2023	FY3/2024	FY3/2025	FY3/2026 (Current fiscal year)
Revenue	(Millions of yen)	34,946	40,708	47,394	58,682
Operating profit	(Millions of yen)	7,451	8,850	10,804	14,420
Profit	(Millions of yen)	5,432	6,194	7,781	10,538
Basic earnings per share (Note)	(Yen)	24.23	26.89	33.45	46.42
Total assets	(Millions of yen)	70,266	79,248	79,022	88,169
Total equity	(Millions of yen)	41,984	47,089	48,810	51,450

Note: The Company conducted a 4-for-1 stock split effective on December 1, 2025, pursuant to a resolution of the Board of Directors' meeting held on October 30, 2025. Basic earnings per share has been calculated based on the assumption that the stock split had been conducted at the beginning of the fiscal year ended March 31, 2023.

Basic earnings per share has been calculated based on the average number of shares outstanding during the period.

(3) Principal Subsidiaries

List of Principal Subsidiaries

Name of subsidiary	Issued capital (Millions of yen)	Percentage of voting rights directly or indirectly held by the Company (%)	Main business
Simplex Inc.	4,750	100.0	Consulting service, system development, operations and maintenance
Xspear Consulting, Inc.	20	100.0	Consulting services focused on strategy/DX
Deep Percept Inc.	200	100.0	AI consulting service, system development
Simplex Global Inc. (U.S.)	11	100.0	Consulting services for foreign companies
Simplex U.S.A., Inc. (U.S.)	21	100.0	Marketing for the U.S. market, R&D
Simplex Consulting Hong Kong, Limited (Hong Kong, PRC)	6	100.0	Consulting service for Japanese companies aiming to enter into Asian market, system development, operations and maintenance

Note: The status of the specified wholly owned subsidiary as of the end of the current fiscal year is as follows:

- Name of the specified wholly owned subsidiary: Simplex Inc.
- Address of the specified wholly owned subsidiary: 1-23-1 Toranomon, Minato-ku, Tokyo
- Carrying amount of the specified wholly owned subsidiary held by the Company: 24,529 million yen
- Total assets of the Company: 30,812 million yen

(4) Issues to be Addressed

The Group offers high value-added services to both financial and non-financial domains by leveraging the experience and know-how cultivated in the financial domain, and cutting-edge technologies. Amid the need for business model transformation utilizing technology across all industries, the Group has clarified that the target period for achieving the annual revenue of 100 billion yen set forth in our long-term growth strategy, Vision1000, will be the fiscal year ending March 31, 2030, and formulated a Medium-term Business Plan “MTBP 2030 - Vision1000,” covering the four-year period from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2030.

The Group has revised our materiality in response to changes in the external and business environment toward achieving MTBP 2030 - Vision1000. In the future, we will center our strategy on creating value by solving our clients’ fundamental issues. Concurrently, we will accumulate and enhance human and intellectual capital as a source of value creation, and strengthen our execution platform including governance and risk management, aiming for sustainable enhancement of corporate value.

Towards resolving this issue, the Group has formulated key strategies as follows.

i) Driving value creation

The Group recognizes that a source of corporate value lies in creating value by addressing our clients’ fundamental issues. Regardless of whether in the financial or non-financial domain, we will enhance strategic effectiveness and increase the likelihood of successful outcomes by deeply engaging with our clients’ management and business challenges and providing full cycle coverage support from strategy planning to execution and establishment.

Specifically, through unifying the capabilities of Xspear Consulting, Inc. and Simplex Inc., we will further evolve our value-provision model to lead our clients’ business to success with an end-to-end, integrated approach from strategy planning and business design to development, operation and maintenance, and continual improvement. This is an initiative going beyond conceptual planning to provide continuous support for actual development, operations, and subsequent advancements. Through this approach, we will support our clients’ business transformation in terms of both strategy and execution perspectives, thereby enhancing the likelihood of generating results.

Furthermore, in the financial domain, we will strive to enhance convenience and sophistication of financial services. In the non-financial domain, through our DX support for diverse industries including government agencies and social infrastructure areas, we will expand our expertise and technological capabilities cultivated in the financial domain across industries, thereby contributing to enhancement of the competitiveness and sustainable growth of our clients. In addition, through these initiatives, we will drive industrial and societal transformation, extending our role to underpin the evolution of economic and social systems.

ii) Strengthening strategic capital for value creation

We recognize that strategic enhancement of our human and intellectual capital is essential for the Group to continuously offer high value-added services. In particular, our hybrid talents are the main source of the Group’s competitive advantage. They can view change as an opportunity and create new value while crossing the boundaries between business and technology domains, rather than staying within the limits of specific technological fields.

In order to acquire hybrid talent, we target the top 10% of the talent market, striving to recruit individuals who resonate with the Group’s values and demonstrate a strong desire to grow. For new graduate recruitment, our approach involves prioritizing potential for future growth. For mid-career recruitment, we will focus on securing talent with a high level of expertise.

Furthermore, we will enhance practical skills through personnel allocation according to business strategies and structured training programs. In parallel, we will support the continuous growth of our employees by appropriately implementing our evaluation and compensation systems as well as by introducing measures to enhance retention and engagement.

Regarding intellectual capital, we will elevate the quality of our value provision with our organizational efforts to utilize software assets and insights acquired in cutting-edge areas. In particular, we will drive AI-Native Delivery to evolve our development and operational processes based on the use of generative AI, and work on building industry and market infrastructure through

the use of web3, aiming to establish a revenue model that does not rely excessively on headcount growth. Additionally, we will sustainably strengthen the Group's competitive advantage by promoting research and development.

iii) Enhancing execution platform supporting value creation

We believe that continuously enhancing the execution platform that underpins value creation is vital for the Group to achieve sustainable growth. To enable agile decision-making and growth investment, we will work to enhance the effectiveness of our risk management systems and governance framework that supports appropriate risk-taking.

Specifically, we will enhance the quality of our decision-making in light of strategic alignment, financial soundness, and risk assessment, while ensuring that the Board of Directors effectively fulfills its supervisory and control functions. Furthermore, we will work toward enhancing the effectiveness of our management systems, including AI governance, information security, risk management, and compliance, to build a business foundation capable of responding accurately to changes in the business environment.

We are also committed to gaining an accurate understanding of the expectations and demands from shareholders, investors, clients, employees, business partners, and society. Through highly transparent information disclosure and continued communication, we aim to build sustainable relationships of trust with our stakeholders.

In addition, we recognize changes in the external environment, including climate change, as critical management issues that can impact our business operations. By incorporating risks and opportunities into our management decisions, we will work to ensure business continuity and strengthen our resilience, which is the ability to adapt to environmental changes. These efforts will further enhance the execution platform that supports sustainable growth of our corporate value.

(5) Principal Businesses (as of March 31, 2026)

Since its establishment in 1997, the Simplex Group has developed its business as a technology partner of major financial institutions including Japan's leading banks, general securities firms, and online securities firms and has built a strong competitive advantage in the financial domain. Currently, we offer high value-added services to a wide range of clients, including government agencies, across both financial and non-financial sectors by leveraging our track record and know-how cultivated in the financial domain, as well as cutting-edge technologies such as AI, UI/UX design, cloud, and web3.

The Group has two operating companies, Xspear Consulting, Inc. and Simplex Inc., which execute our business strategy by leveraging their unique strengths. Xspear Consulting, Inc. is responsible for Strategy/DX Consulting and business design, while Simplex Inc. is responsible for technology-driven system development, operations and maintenance, and provision of various solutions. By offering these functions in an integrated manner, the Group supports our clients by leading their business to success through end-to-end, full cycle coverage.

In addition, the Company focuses on and strengthens its function as a holding company, which formulates and promotes the strategy of the Group as a whole and implements appropriate governance and monitoring, thereby aiming to further enhance its corporate value. As of the end of the current fiscal year, the Company has six consolidated subsidiaries and one equity-method associate.

i) Business areas

Since the Group operates in a single segment that focuses on the provision of IT solutions to support clients' business growth, segment information is not provided. For reference, the Group's business areas classified by taking into account major clients and markets are summarized as below.

(a) Strategy/DX Consulting

We deliver DX-specialized strategic proposals and tactical support to various office levels from the C-suite to business planning divisions based on the advanced technology stack, as represented by AI, UI/UX design, cloud, and web3.

With Xspear Consulting, Inc., a consulting firm started in April 2021, as a main service provider, the Group provides various consulting services, including Strategy Consulting, IT Consulting, Development Support, and DX Talent Development.

The strength of Xspear Consulting, Inc. lies in its talent who possess expertise in both consulting and technology, delivering seamless services from strategy planning to execution support.

(b) Capital Markets

We provide IT solutions, including trading and risk management platforms for use by institutional investors such as dealers and traders, mainly to major banks, general securities firms, and other financial institutions.

As our core business since our inception, we are promoting cross-selling to financial institution clients through feature-rich services (e.g., trade management, portfolio valuation, risk assessment, stress test, scenario analysis, regulatory compliance support) as well as services with wide asset class coverage (e.g., interest rate derivatives, FX derivatives, credit derivatives, fixed income, listed instruments).

Some financial institutions previously had problems with sophisticated position and risk management after the financial crisis that followed Lehman's collapse as they used different systems for different financial instruments in a disorganized manner. Currently, we provide a one-platform solution, which enables the unified management of market transactions across financial instruments to those clients.

(c) Financial Retail

We provide IT solutions, such as financial instruments trading platforms for individual investors, mainly to online securities firms, online FX firms, cryptoasset exchange service providers, and other financial institutions. Such platforms include *SPRINT* for stock option and futures option trading, *SimplexFX* for FX trading, *Simplex Crypto Assets* for cryptoasset trading, and *Simplex Personal Assets* for asset management, all of which are provided as SaaS services.

While it has become more crucial for financial institutions to enhance their financial services by utilizing digital technology, we have been providing full support enabling our financial institution clients to maximize their profitability through our trading platforms, which are highly trusted and widely adopted in the domestic market, and our consulting services tailored to evolving market trends since our market entry in 2005.

Currently, business with financial institutions that traditionally preferred in-house development, who have long held on to their policy to develop their platforms in-house, is on the rise. We are further deepening our presence in the financial retail domain by steadily expanding the scope of support for financial institutions that had traditionally relied on in-house systems and to whom we were not able to reach out before.

The Group has provided IT solutions that support the full range of insurance operations from insurance design and application to contract management mainly to life and non-life, and other insurance companies since 2013. We position this service as part of the business area of Financial Retail.

(d) Enterprise DX

We provide IT solutions specializing in DX support mainly to clients in non-financial industries such as government, telecommunications, manufacturing, and entertainment.

We define Enterprise DX as a collective term for DX support for non-financial industries, such as government, telecommunications, manufacturing, and entertainment. We are working to maximize synergies with Xspear Consulting, Inc., a consulting firm specializing in DX, and promote the acquisition of projects utilizing key technologies such as AI, UI/UX, cloud, and web3 that we have cultivated in the financial domain.

ii) Service categories

Since the Group operates in a single segment that focuses on the provision of IT solutions to support our clients' success, segment information is not provided. For reference, the Group's major lines of service are summarized as below.

(a) Strategy/DX Consulting

Please refer to "i) Business areas (a) Strategy/DX Consulting" above.

(b) System Integration

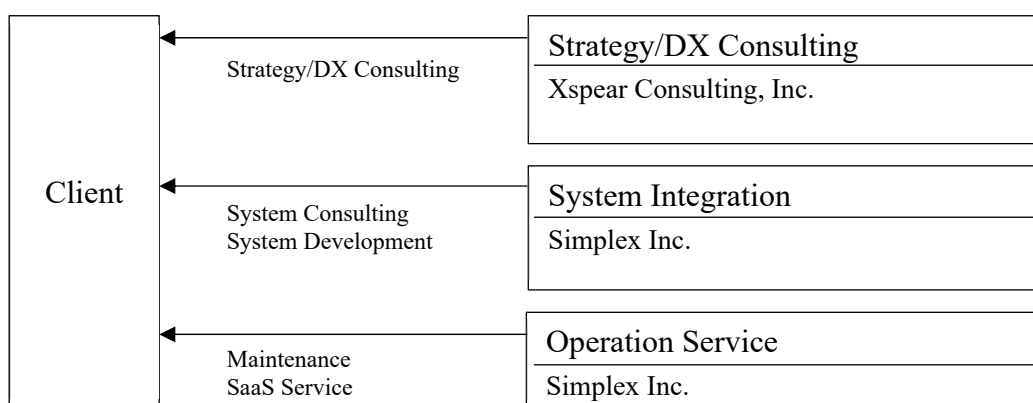
We provide users and systems divisions of clients in a wide range of industries with system development support that covers all processes of design, development, and testing phases.

With Simplex Inc., a tech firm that is the core company of the Group since its establishment in 1997, as a main service provider, we provide IT solutions to support our clients' success.

(c) Operation Service

We provide maintenance and SaaS services after system launch to almost all clients to whom we have provided a certain threshold level of system development support. With Simplex Inc., a company responsible for upstream system development support, as a main service provider, we provide system improvement proposals for realizing DX, while providing 24/7/365 system monitoring and incident response support to ensure stable system operations.

iii) Business system diagram



Note: Arrows indicate the main flow of services.

Glossary

UI/UX	UI is an abbreviation for User Interface, referring to screen displays and operation methods when users interact with devices such as PCs and smartphones. UX is an abbreviation for User Experience, referring to the overall experience and satisfaction users derive from a service.
Web3	It refers to a new framework for exchanging data and value on the Internet using blockchain technology. A key characteristic of Web3 is its decentralized nature, which reduces reliance on centralized administrators. Typical examples are crypto assets, stablecoins (digital assets designed to maintain values pegged to legal currencies), NFT, and metaverse.

(6) Principal Offices and Plants (as of March 31, 2026)

Toranomon Office (Head office)

Toranomon Hills Mori Tower, 1-23-1 Toranomon, Minato-ku, Tokyo

Azabudai Office

Azabudai Hills Mori JP Tower, 1-3-1 Azabudai, Minato-ku, Tokyo

(7) Employees (as of March 31, 2026)
Present State of the Corporate Group

Number of employees	Average age	Average years of service
1,850 [200] persons	31.3 years old	4.3 years

Note: The number of employees is the number of employees currently on duty (excluding individuals seconded from the Group to other companies and including individuals seconded to the Group from other outside companies). The yearly average number of temporary employees (including part-timers and temporary workers from staffing companies) is separately indicated in the square bracket.

Present Status of the Company

Number of employees	Average age	Average years of service
146 [50] persons	33.6 years old	4.4 years

Note: The number of employees is the number of employees currently on duty (excluding individuals seconded from the Company to other companies and including individuals seconded to the Company from other outside companies). The yearly average number of temporary employees (including part-timers and temporary workers from staffing companies) is separately indicated in the square bracket.

(8) Principal Lenders (as of March 31, 2026)

Lender	Balance of borrowings
MUFG Bank, Ltd.	6,750 million yen
Sumitomo Mitsui Banking Corporation	1,800 million yen
Mizuho Bank, Ltd.	1,350 million yen
Sumitomo Mitsui Trust Bank, Limited	1,350 million yen
The Norinchukin Bank	1,350 million yen
Resona Bank, Limited	720 million yen

2. Matters Concerning Shares of the Company (as of March 31, 2026)

(1) Total number of shares authorized to be issued by the Company: 458,816,000 shares

(2) Total number of issued shares: 237,045,100 shares

(3) Number of shareholders: 9,214

(4) Principal shareholders

Name of shareholder	Number of shares held	Percentage of shares held (Note 1)
The Master Trust Bank of Japan, Ltd. (trust account)	28,148,400 shares	12.6%
Hideki Kaneko	27,291,248 shares	12.2%
SBI Holdings, Inc.	13,184,800 shares	5.9%
MLPFS CUSTODY ACCOUNT (Note 2)	12,000,000 shares	5.4%
Custody Bank of Japan, Ltd. (trust account)	11,430,400 shares	5.1%
STATE STREET BANK AND TRUST COMPANY 505103	6,012,331 shares	2.7%
Mitsuru Igarashi	5,891,200 shares	2.6%
TK & Company, Inc. (Note 3)	5,818,176 shares	2.6%
YK & Company, Inc. (Note 3)	5,818,176 shares	2.6%
Kenichi Tanaka	5,500,000 shares	2.5%

Notes: 1. The percentage of shares held is calculated after deducting treasury shares (13,351,476 shares).

2. Mr. Mitsuru Igarashi, a founding member of the Company, is a beneficial owner.

3. Mr. Hideki Kaneko, Representative Director and President of the Company, is a beneficial owner.

3. Status of Officers

(1) Directors (as of March 31, 2026)

Position in the Company outside the Company	Name	Significant concurrent positions
Representative Director and President CEO	Hideki Kaneko	Representative Director, President, Simplex Inc. Representative Director, Chairman and President, Deep Percept Inc. Director, Co-Chairperson, SBI Simplex Solutions Co., Ltd.
Director and Vice President and Co-COO	Kozo Sukema	Managing Director, SBI SECURITIES Co., Ltd. Director, SBI N Systems Co., Ltd. Representative Director, President, SBI Simplex Solutions Co., Ltd.
Director and Vice President and Co-COO	Masataka Soda	Director, Vice President, Simplex Inc. Representative Director and President, Xspear Consulting, Inc. Director, Deep Percept Inc.
Director and CFO	Keisuke Enosawa	Statutory Auditor, SBI Simplex Solutions Co., Ltd.
Director (Audit and Supervisory Committee Member)	Ryozo Akiyama	Representative Director and President, Elan Vital Ltd.
Director (Audit and Supervisory Committee Member)	Noriyuki Ogasawara	Director and Chairman, Simplex Asset Management Co., Ltd. Director, Simplex Capital Investment Co., Ltd. Outside Director, Japan Investment Corporation
Director (Audit and Supervisory Committee Member)	Yoko Sugita	Representative Director, BLUEPASS CAPITAL INC. Substitute Outside Director (Audit & Supervisory Committee Member), Japan Airport Terminal Co., Ltd.
Director (Audit and Supervisory Committee Member)	Mari Takahashi	Attorney-at-law, Authense Law Office
Director (Audit and Supervisory Committee Member)	Yasuto Hamanishi	Outside Director, Kasumigaseki Capital Co., Ltd.
Director (Audit and Supervisory Committee Member)	Naoto Hirota	Outside Director, Omikenshi Co., Ltd. Director (Audit and Supervisory Committee Member), The Yamagata Bank, Ltd.

- Notes: 1. Directors (Audit and Supervisory Committee Members) Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, Ms. Yoko Sugita, Ms. Mari Takahashi, Mr. Yasuto Hamanishi, and Mr. Naoto Hirota are Outside Directors.
2. Significant concurrent positions held by Outside Directors are listed in the table above. Note that Simplex Inc., Xspear Consulting, Inc., and Deep Percept Inc. are wholly owned subsidiaries of the Company and there are no business relationships to be noted between the Company and the other companies where Outside Directors hold concurrent positions.
3. The Company has designated Mr. Ryozo Akiyama, Mr. Noriyuki Ogasawara, Ms. Yoko Sugita, Ms. Mari Takahashi, Mr. Yasuto Hamanishi, and Mr. Naoto Hirota as Independent Directors as stipulated by the Tokyo Stock Exchange, Inc. and has registered them with the Exchange.
4. Director (Audit and Supervisory Committee Members) Ms. Yoko Sugita is a U.S. certified public accountant and has an extensive knowledge in finance and accounting.
5. We do not appoint any full-time Audit and Supervisory Committee Members because we can effectively support its functions by assigning employees to assist the committee. These employees provide the necessary support for audit operations.

(2) Outline of Liability Limitation Agreement

The Company has entered into an agreement with each Director (Audit and Supervisory Committee Member) in accordance with the provisions of Article 427, Paragraph (1) of the Companies Act of Japan, to limit their liabilities for damages stipulated in Article 423, Paragraph (1) of the same Act.

The maximum amount of liability for damages under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph (1) of the Companies Act if the Director (Audit and Supervisory Committee Member) performs his/her duties in good faith and without gross negligence.

(3) Outline of Directors and Officers Liability Insurance Agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company as provided for in Article 430-3, Paragraph (1) of the Companies Act. The outline of the content of such agreement is as follows:

- i) Scope of insured persons
All directors, executive officers, statutory auditors, etc. of the Company and of all the Company's subsidiaries.
- ii) Outline of the contents of the insurance agreements
This insurance agreement covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them during the policy period for actions taken or inaction in their role as an officer of the Company, or any violation of laws and regulations or stock exchange rules concerning the purchase and sale, offer or solicitation of securities of the Company or registration of securities relating thereto. However, measures are taken so that the properness of the performance of duties by officers is not impaired by excluding the damages of officers themselves who illegally obtained personal benefits or favors, engaged in other criminal acts or intentionally committed illegal acts from the scope of compensation. The insurance premiums are all paid by the Company, thus essentially imposing no burden on the insured.

(4) Compensation, etc. of Directors

i) Total amount of compensation for the current fiscal year

Category	Total amount of compensation (Millions of yen)	Number of applicable Directors (persons)
Directors (excluding Audit and Supervisory Committee Members) [of which Outside Directors]	725 [-]	4 [0]
Directors (Audit and Supervisory Committee Members) [of which Outside Directors]	70 [70]	6 [6]
Total [of which Outside Directors]	795 [70]	10 [6]

Notes: 1. Amounts are rounded to the nearest million yen.

2. The Extraordinary General Meeting of Shareholders held on March 17, 2021 resolved to set the maximum amount of compensation for Directors (excluding Audit and Supervisory Committee Members) at 900 million yen per year (excluding employee salaries for Directors who concurrently serve as employees). The number of Directors (excluding Audit and Supervisory Committee Members) was five (including no Outside Directors) as of the conclusion of the said General Meeting of Shareholders. The said meeting resolved to set the maximum amount of compensation for Directors (Audit and Supervisory Committee Members) at 100 million yen per year. The number of Directors (Audit and Supervisory Committee Members) was five (including five Outside Directors) as of the conclusion of the said General Meeting of Shareholders.

- ii) Policy, etc. on determination of details of compensation for officers, etc.
At the Company, the Board of Directors resolves a policy on determining the details of compensation, etc. for individual Directors (excluding Audit and Supervisory Committee Members). At the said Board of Directors' meeting, details of such decision-making policy are resolved as originally proposed by the Nomination and Compensation Committee. The Board of Directors has determined that compensation, etc. for individual Directors (excluding Audit and Supervisory Committee Members) for the current fiscal year is in line with the said decision-making policy, since it has confirmed that the method of determining the details of compensation, etc. and the details of compensation, etc. determined for each individual Director (excluding Audit and Supervisory Committee Member) are consistent with the policy resolved by the Board of Directors. The details of the policy for determining the details of compensation, etc. of individual Directors (excluding Audit and Supervisory Committee Members) are as follows.

All compensation, etc. of Directors (excluding Audit and Supervisory Committee Members) shall be paid as monetary compensation that is not linked to performance, in the form of monthly

monetary compensation and bonuses, both of which are subject to a resolution of the Board of Directors. Performance-linked compensation, etc. and non-monetary compensation, etc. shall not be paid. The Nomination and Compensation Committee makes a draft decision on the amount of monthly monetary compensation, taking into consideration such factors as position, responsibilities, years of service, and the degree of contribution of each Director, and the Company's performance. The Committee also makes a draft decision on monetary bonuses when it deems necessary to grant them from the viewpoint of providing appropriate incentives, after comprehensively considering the Company's performance and other factors. Bonuses in the form of monetary compensation shall be paid within three months after the end of the fiscal year.

(5) Matters concerning Outside Officers

Activities for the current fiscal year

	Summary of attendance, statements made, and duties performed with respect to the role expected of an outside director
Ryozo Akiyama Director (Audit and Supervisory Committee Member)	He attended all 13 meetings of the Board of Directors and all 14 meetings of the Audit and Supervisory Committee held during the current fiscal year. He has a wealth of knowledge gained through his work experience at a major general consulting firm and his many years of experience as a representative director. He provides useful advice to ensure that the Company makes appropriate decisions when developing its business strategies. At meetings of the Board of Directors, he has made statements to ensure the adequacy and appropriateness of decision-making by the Board of Directors. At meetings of the Audit and Supervisory Committee, he has exchanged opinions on audits and made other statements as appropriate from a professional standpoint. In addition, as a member of the Nomination and Compensation Committee, he attended all 2 meetings of the Committee held during the current fiscal year and performed the supervisory function in the process of selecting candidate officers and determining compensation, etc. for officers of the Company from an objective and neutral standpoint.
Noriyuki Ogasawara Director (Audit and Supervisory Committee Member)	He attended all 13 meetings of the Board of Directors and all 14 meetings of the Audit and Supervisory Committee held during the current fiscal year. He has many years of experience at financial institutions, etc. and extensive knowledge as a person with corporate experience, and has contributed to ensuring the soundness and appropriateness of management decision-making. At meetings of the Board of Directors, he has made statements to ensure the adequacy and appropriateness of decision-making by the Board of Directors. At meetings of the Audit and Supervisory Committee, he has exchanged opinions on audits and made other statements as appropriate from a professional standpoint. In addition, as the chairperson of the Nomination and Compensation Committee, he attended all 2 meetings of the Committee held during the current fiscal year and led the supervisory function in the process of selecting candidate officers and determining compensation, etc. for officers of the Company from an objective and neutral standpoint.

	Summary of attendance, statements made, and duties performed with respect to the role expected of an outside director
Yoko Sugita Director (Audit and Supervisory Committee Member)	Since her appointment on June 14, 2025, she attended all 11 meetings of the Board of Directors and all 11 meetings of the Audit and Supervisory Committee held during the current fiscal year. She possesses expertise and experience as a certified public accountant in Japan and the United States, as well as a wealth of work experience at audit firms and private equity funds, and has leveraged such knowledge to supervise and advise our directors on executing their duties from a professional perspective, for strengthening our auditing and supervisory systems and financial base. At meetings of the Board of Directors, she has made statements to ensure the adequacy and appropriateness of decision-making by the Board of Directors. At meetings of the Audit and Supervisory Committee, she has exchanged opinions on audits and made other statements as appropriate from a professional standpoint.
Mari Takahashi Director (Audit and Supervisory Committee Member)	She attended all 13 meetings of the Board of Directors and all 14 meetings of the Audit and Supervisory Committee held during the current fiscal year. She has gained many years of experience in and insight into the legal profession, particularly by handling numerous trials as a public prosecutor and an attorney-at-law, and has provided sufficient advice, particularly for strengthening the governance and compliance of the Company's corporate activities, leveraging such knowledge. At meetings of the Board of Directors, she has made statements to ensure the adequacy and appropriateness of decision-making by the Board of Directors. At meetings of the Audit and Supervisory Committee, she has exchanged opinions on audits and made other statements as appropriate from a professional standpoint.
Yasuto Hamanishi Director (Audit and Supervisory Committee Member)	He attended all 13 meetings of the Board of Directors and all 14 meetings of the Audit and Supervisory Committee held during the current fiscal year. He has many years of experience and insight at financial institutions and the insight gained therefrom, including his experience as the head of the global investment banking division, and has provided sufficient advice to ensure the soundness of corporate management from a higher perspective of the Group. At meetings of the Board of Directors, he has made statements to ensure the adequacy and appropriateness of decision-making by the Board of Directors. At meetings of the Audit and Supervisory Committee, he has exchanged opinions on audits and made other statements as appropriate from a professional standpoint.
Naoto Hirota Director (Audit and Supervisory Committee Member)	He attended all 13 meetings of the Board of Directors and all 14 meetings of the Audit and Supervisory Committee held during the current fiscal year. He has extensive experience in business execution and corporate management at financial institutions, etc., and the wide-ranging insight he has gained therefrom, which contributes to ensuring the soundness and appropriateness of corporate activities. At meetings of the Board of Directors, he has made statements to ensure the adequacy and appropriateness of decision-making by the Board of Directors. At meetings of the Audit and Supervisory Committee, he has exchanged opinions on audits and made other statements as appropriate from a professional standpoint.

4. Independent Auditor

- (1) Name of Independent Auditor

Grant Thornton Taiyo LLC

- (2) Amount of compensation, etc.

	Amount of compensation, etc.
Amount of compensation paid to Independent Auditor for the current fiscal year	29 million yen
Total amount of cash and other material benefits payable to Independent Auditor by the Company and its subsidiaries:	43 million yen

Notes: 1. The amount of compensations for auditing pursuant to the Companies Act and the amount of compensations for auditing pursuant to the Financial Instruments and Exchange Act are not divided in the Auditing Agreement concluded between the Company and the Independent Auditor. Also, it is practically impossible to state separately, so the amount stated in “Amount of compensation paid to Independent Auditor for the current fiscal year” in the table above represents the total amount paid by the Company.

2. After having performed the necessary verification as to the appropriateness of matters such as the content of the Independent Auditor’s audit plan, the status of performance of their duties, and the basis for the calculation of the estimated compensation for the independent auditor, based on the size and nature of the Company’s business, the Audit and Supervisory Committee has consented to the amount of compensation, etc. to be paid to the Independent Auditor.

- (3) Policy on determination of dismissal or refusal of re-election of the Independent Auditor

In case of an impediment in the Independent Auditor’s execution of their duties, lack of independence and qualification of the Independent Auditor as required by laws, or other such events that necessitate to dismiss or refuse to re-elect the Independent Auditor, the Audit and Supervisory Committee will decide the content of proposals on the dismissal or refusal of re-election of the Independent Auditor to be submitted to the General Meeting of Shareholders.

If the Audit and Supervisory Committee determines that the Independent Auditor falls under any event for dismissal provided for in Article 340, paragraph (1) of the Companies Act, it will dismiss the Independent Auditor with unanimous consent of the Audit and Supervisory Committee members.

5. Basic Policy on Internal Control Systems

The following is a summary of decisions made regarding the development of a system to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation, as well as other systems to ensure the appropriateness of the Company's operations.

- (1) System to ensure that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation

- i) Directors and employees are constantly reminded that compliance with laws and regulations, the Articles of Incorporation and social ethics is a prerequisite for corporate activities.
- ii) The Audit and Supervisory Committee verifies that the execution of duties by Directors complies with laws and regulations every fiscal year.

- (2) System to store and manage information related to the execution of duties by Directors

Information related to the execution of duties by Directors (including information related to the conduct of employees) is recorded in documents or electromagnetic media, and is stored and managed appropriately in accordance with internal rules.

- (3) Regulations and other systems for managing risk of loss

- i) The Company has established organizational rules, segregation of duties rules, rules on administrative authority and other similar rules to clarify the responsibility structure and decision-making procedures, thereby managing risks in overall management.
- ii) The Company has established risk management regulations and other rules to ensure that risks that may occur in its business operations are identified and detected early and that the extent of damage from such risks is prevented from expanding.
- iii) In the event that risk materializes, the Company takes prompt action, headed by the Executive Committee, and put in place a system to prevent and minimize the spread of damage.

- (4) System to ensure that Directors execute their duties efficiently

- i) Executive Directors responsible for business execution are appointed by resolution of the Board of Directors. Executive Directors execute operations in accordance with the Company's policies determined by the Board of Directors and under the direction of Representative Directors.
- ii) In order to ensure that Directors execute their duties efficiently, the Board of Directors meets at least once a month, and meets on an extraordinary basis whenever necessary, where important matters of the Company are resolved and Executive Directors report on the status of their duties.
- iii) The Executive Committee, composed of Executive Directors, meets at least twice a month to make decisions on important matters related to the execution of operational matters. The authority of determining such matters is delegated to Representative Directors by the Board of Directors, thereby ensuring efficient decision-making.

- (5) System to ensure the appropriateness of business operations in the corporate group

- i) In order to ensure the appropriateness of business operations within the corporate group, the Company appropriately manages its subsidiaries and provides guidance and advice as necessary in accordance with the Regulations on Management of Affiliated Companies.
- ii) The Company's Independent Auditor, the Audit and Supervisory Committee, and the Internal Audit Office conduct audits of subsidiaries as necessary.

- (6) In the event the Audit and Supervisory Committee requests that employees be assigned to assist in their duties, matters related to the relevant employees, matters related to ensuring the effectiveness of the instructions given to such employees, and matters related to the independence of such employees from Directors (excluding Directors who are Audit and Supervisory Committee Members)
When the Audit and Supervisory Committee deems it necessary to have employees to assist their duties, the Company will assign such employees. In such cases, the Audit and Supervisory Committee gives instructions and orders to the employees, and the consent of the Audit and Supervisory Committee shall be obtained for the personnel changes, evaluations, decisions on disciplinary actions, etc. of said assistant employees
- (7) System for Directors (excluding Directors who are Audit and Supervisory Committee Members) and employees to report to the Audit and Supervisory Committee, other systems for reporting to the Audit and Supervisory Committee, and systems to ensure that reporters will not receive detrimental treatment because of such reporting
- i) Directors (excluding Directors who are Audit and Supervisory Committee Members) and employees shall report to the Audit and Supervisory Committee on important matters that may affect the Company's business operations or financial performance each time they arise and on the following matters.
- Matters resolved by the Executive Committee
 - Status of activities related to the establishment of internal control systems
 - Details of matters subject to whistleblowing as stipulated in the Internal Reporting Regulations
 - Other information related to meetings and minutes requested by the Audit and Supervisory Committee
- ii) The Company has established the Internal Reporting Regulations to ensure an appropriate mechanism for reporting to the Company and its subsidiaries about violations of laws and misconduct observed. The regulations stipulate that the whistleblower shall not be treated disadvantageously for such reporting or reporting to the Audit and Supervisory Committee.
- (8) Matters concerning procedures for prepayment or reimbursement of expenses arising from the execution of duties by Audit and Supervisory Committee members (limited to those related to the execution of duties of the Audit and Supervisory Committee), policy related to the handling of expenses or liabilities arising from the execution of other related duties, and other systems to ensure that audits by the Audit and Supervisory Committee are conducted effectively
- i) The Audit and Supervisory Committee regularly exchanges information and opinions with Representative Directors and the Internal Audit Office.
- ii) Audit and Supervisory Committee members may attend all important meetings when deemed necessary by the Audit and Supervisory Committee.
- iii) The Company shall promptly pay expenses necessary for the execution of duties by Audit and Supervisory Committee members (limited to those related to the execution of duties of the Audit and Supervisory Committee), upon request by any of such members.
- (9) System for eliminating antisocial forces
- i) The Company, at the organizational level, takes a firm stance against antisocial forces that threaten social order and sound corporate activities, in accordance with the Rules for Elimination of Antisocial Forces.
- ii) In the event of unreasonable demands by antisocial forces, the Company will immediately deal with such demands in cooperation with the police and other relevant organizations.
- (10) System to ensure the reliability of financial reporting
- The Company strives to develop, maintain, and improve a system to effectively implement internal control over financial reporting.

(Outline of the Operational Status of Internal Control System)

(1) System to ensure that Directors execute their duties efficiently

The Company has established the Regulations of the Board of Directors to clarify matters to be resolved by the Board of Directors and to ensure that Directors act in accordance with laws, regulations, and the Articles of Incorporation. During the current fiscal year, the Board of Directors met 13 times to discuss each agenda item, monitor the status of business execution, and actively exchange opinions, and therefore, the Company believes that the effectiveness of decision-making and supervision of business execution is ensured.

In addition, in accordance with the Regulations on Administrative Authority, the Company has established the Executive Committee consisting of Executive Directors to deliberate and examine important management matters for which the authority to make decisions is delegated to Representative Directors by the Board of Directors. The Executive Committee met 24 times during the current fiscal year to speed up decision-making.

(2) Regulations and other systems for managing risk of loss

Information security risk is considered to be among the highest risks of loss. The Company has established a basic policy for information security and other information system-related regulations, and conducts periodic risk assessments from the viewpoint of confidentiality, integrity, and availability.

(3) System for eliminating antisocial forces

The Company incorporates provisions regarding the elimination of antisocial forces in its contracts with business partners, etc., and continuously exchanges information with its legal counsel regarding its response to antisocial forces.

6. Policy on Determination of Dividends from Surplus, etc.

The Company believes that prioritizing investments for growth that helps strengthen its business foundation will contribute to achieving profit growth and improving its corporate value in a sustainable manner while maintaining its financial soundness based on its strong cashflow-generating capability.

In addition, the Company is committed to pursuing a management approach mindful of capital efficiency and has therefore set an ROE target as one of its KPIs. The Company is also aware that providing shareholder returns, which helps increase capital efficiency, is a key measure in capital allocation.

Based on this belief, the Company seeks to enhance shareholder returns by paying dividends as a fundamental measure, comprehensively considering trends in business performance, ROE level, opportunities of investments for growth, and other factors.

Specifically, the Company has set a dividend policy of stably and sustainably increasing dividend per share through profit growth, with a target dividend payout ratio of 40% on a consolidated basis.

Based on the above dividend policy, the Company has decided to pay 18 yen per share as the year-end dividend for the fiscal year ended March 31, 2026.

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	(Millions of yen)	
	(Reference) Previous fiscal year (As of March 31, 2025)	Current fiscal year (As of March 31, 2026)
Assets		
Current assets		
Cash and cash equivalents	13,438	14,443
Trade and other receivables	13,021	17,023
Other current assets	1,100	1,852
Total current assets	27,559	33,318
Non-current assets		
Property, plant and equipment	1,674	1,443
Right-of-use assets	3,826	9,210
Goodwill	36,476	36,476
Intangible assets	130	140
Investments accounted for using equity method	1,956	150
Other financial assets	4,459	3,949
Deferred tax assets	2,152	2,747
Other non-current assets	790	736
Total non-current assets	51,463	54,851
Total assets	79,022	88,169
Liabilities		
Current liabilities		
Trade and other payables	2,826	3,947
Borrowings	1,480	1,480
Lease liabilities	2,016	2,120
Other financial liabilities	2	1
Income taxes payable	2,507	2,821
Provisions	3,890	4,880
Other current liabilities	1,954	2,184
Total current liabilities	14,674	17,434
Non-current liabilities		
Borrowings	13,320	11,840
Lease liabilities	1,809	7,017
Provisions	409	428
Total non-current liabilities	15,538	19,286
Total liabilities	30,212	36,719
Equity		
Share capital	1,350	1,518
Capital surplus	27,385	27,620
Retained earnings	23,679	31,928
Treasury shares	(4,386)	(10,001)
Other components of equity	782	386
Total equity attributable to owners of parent	48,810	51,450
Total equity	48,810	51,450
Total liabilities and equity	79,022	88,169

Note: Amounts less than a million yen are rounded off to the nearest million yen.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

	(Millions of yen)	
	(Reference) Previous fiscal year (from April 1, 2024 to March 31, 2025)	Current fiscal year (from April 1, 2025 to March 31, 2026)
Revenue	47,394	58,682
Cost of sales	(27,756)	(33,059)
Gross profit	19,638	25,623
Amortization of identifiable assets	(117)	—
Selling, general and administrative expenses	(7,307)	(9,594)
Research and development expenses	(1,475)	(1,572)
Other income	398	16
Other expenses	(333)	(52)
Operating profit	10,804	14,420
Finance income	25	96
Finance costs	(197)	(195)
Share of profit of investments accounted for using equity method	97	31
Profit before tax	10,729	14,352
Income tax expense	(2,948)	(3,814)
Profit	7,781	10,538
Profit attributable to:		
Owners of parent	7,781	10,538
Profit	7,781	10,538

Note: Amounts less than a million yen are rounded off to the nearest million yen.

NON-CONSOLIDATED BALANCE SHEETS

(Millions of yen)

	(Reference) Previous fiscal year (As of March 31, 2025)	Current fiscal year (As of March 31, 2026)
Assets		
Current assets		
Cash and deposits	3,501	3,307
Accounts receivable	55	55
Prepaid expenses	145	202
Other	763	1,067
Total current assets	4,463	4,631
Non-current assets		
Property, plant and equipment		
Leased assets	—	11
Total property, plant and equipment	—	11
Investments and other assets		
Investment securities	355	355
Shares of subsidiaries and associates	26,881	25,142
Long-term prepaid expenses	1	1
Deferred tax assets	462	672
Total investments and other assets	27,699	26,170
Total non-current assets	27,699	26,181
Total assets	32,162	30,812
Liabilities		
Current liabilities		
Accounts payable - other	792	1,346
Accrued expenses	246	371
Lease liabilities	—	2
Income taxes payable	746	292
Accrued consumption taxes	154	95
Provision for bonuses	1,401	2,133
Other	110	175
Total current liabilities	3,450	4,414
Non-current liabilities		
Lease liabilities	—	10
Total non-current liabilities	—	10
Total liabilities	3,450	4,424
Net assets		
Shareholders' equity		
Share capital	1,350	1,518
Capital surplus		
Legal capital surplus	1,250	1,418
Other capital surplus	25,776	25,776
Total capital surplus	27,026	27,194
Retained earnings		
Other retained earnings	4,700	7,655
Retained earnings brought forward	4,700	7,655
Total retained earnings	4,700	7,655
Treasury shares	(4,386)	(10,001)
Share acquisition rights	22	22
Total shareholders' equity	28,690	26,365
Total net assets	28,712	26,388
Total liabilities and net assets	32,162	30,812

Note: Amounts less than a million yen are rounded off to the nearest million yen.

NON-CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

	(Millions of yen)	
	(Reference) Previous fiscal year (from April 1, 2024 to March 31, 2025)	Current fiscal year (from April 1, 2025 to March 31, 2026)
Operating revenue	7,373	12,513
Operating costs	—	—
Gross profit	7,373	12,513
Selling, general and administrative expenses	4,653	6,443
Operating profit	2,720	6,070
Non-operating income		
Interest and dividend income	3	10
Foreign exchange gains	0	—
Miscellaneous income	1	3
Total non-operating income	5	13
Non-operating expenses		
Interest expenses	—	3
Foreign exchange losses	—	0
Miscellaneous losses	1	2
Total non-operating expenses	1	4
Ordinary profit	2,724	6,079
Extraordinary income		
Gain on sale of investment securities	391	—
Gain on sale of shares of subsidiaries and associates	—	153
Total extraordinary income	391	153
Extraordinary losses	—	—
Profit before income taxes	3,114	6,232
Income taxes – current	719	640
Income taxes – deferred	(185)	(210)
Profit	2,581	5,802

Note: Amounts less than a million yen are rounded off to the nearest million yen.

Audit Report

Independent Auditors' Report on Consolidated Financial Statements

Independent Auditor's Report

(English Translation)

May 13, 2026

To the Board of Directors of
Simplex Holdings, Inc.:

Grant Thornton Taiyo LLC
Tokyo Office

Takeshi Iwasaki
Certified Public Accountant
Designated Engagement Partner

Koichiro Watanabe
Certified Public Accountant
Designated Engagement Partner

Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated statements of financial position, the consolidated statements of profit or loss, the consolidated statements of changes in equity, and the notes to the consolidated financial statements of Simplex Holdings, Inc. (the "Company") for the fiscal year from April 1, 2025 through March 31, 2026.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Group, which consists of the Company and its consolidated subsidiaries, applicable to the current fiscal year in conformity with accounting principles with the omission of a part of the disclosures required under International Financial Reporting Standards ("IFRS") as allowed by the provisions of the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan (including those applicable to audits of financial statements of public interest entities), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the Business Report and its supplementary schedules. Management is responsible for the preparation and disclosure of the other information. Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties with regard to the design, implementation, and maintenance of the reporting process for the other information.

Our audit opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in conformity with accounting principles with the omission of a part of the disclosures required under IFRS as allowed by the provisions of the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting, and for designing, implementing, and maintaining such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements on a going concern basis, and disclosing, as applicable, matters related to going concern in accordance with accounting principles with the omission of a part of the disclosures required under IFRS as allowed by the provisions of the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting.

Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties within the designing, implementation, and maintenance of the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, in making those risk assessments, an understanding of internal control relevant to the audit of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.

- Conclude on the appropriateness of management's use of the going concern basis for preparing the consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the consolidated financial statements or, if the notes to the consolidated financial statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the consolidated financial statements and the notes thereto are in conformity with accounting principles with the omission of a part of the disclosures required under IFRS as allowed by the provisions of the latter part of Article 120, Paragraph 1 of the Regulations on Corporate Accounting, as well as evaluate the overall presentation, structure, and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements represent the underlying transactions and accounting events in a manner that achieves fair presentation.
- Plan and perform an audit of the consolidated financial statements to obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries, which constitutes the basis for us to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and inspection of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Committee regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide Audit & Supervisory Committee with a statement that we have complied with the relevant ethical requirements in Japan regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate obstruction factors or safeguards applied to reduce obstruction factors to an acceptable level.

Conflicts of Interest

Our firm and its designated engagement partners do not have any interest in the Company and its consolidated subsidiaries which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act.

Independent Auditors' Report on Non-consolidated Financial Statements

Independent Auditor's Report (English Translation)

May 13, 2026

To the Board of Directors of
Simplex Holdings, Inc.:

Grant Thornton Taiyo LLC
Tokyo Office

Takeshi Iwasaki
Certified Public Accountant
Designated Engagement Partner

Koichiro Watanabe
Certified Public Accountant
Designated Engagement Partner

Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statements of profit or loss, the non-consolidated statements of changes in net assets, the notes to the non-consolidated financial statements, and the related supplementary schedules of Simplex Holdings, Inc. (the "Company") (the "non-consolidated financial statements, etc.") for the 10th fiscal year from April 1, 2025 through March 31, 2026.

In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position and results of operations of the Company applicable to the current fiscal year in conformity with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements, etc. in Japan (including those applicable to audits of financial statements of public interest entities), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the Business Report and its supplementary schedules. Management is responsible for the preparation and disclosure of the other information. Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties with regard to the design, implementation, and maintenance of the reporting process for the other information.

Our audit opinion on the non-consolidated financial statements, etc. does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, etc., our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements, etc. or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit and Supervisory Committee for the Non-Consolidated Financial Statements, Etc.

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan, and for designing, implementing, and maintaining such internal control as management determines is necessary to enable the preparation and fair presentation of the non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. on a going concern basis, and disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties within the designing, implementation, and maintenance of the financial reporting process.

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc.

Our responsibilities are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the non-consolidated financial statements, etc. based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements, etc.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc. whether due to fraud or error, design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, in making those risk assessments, an understanding of internal control relevant to the audit of the non-consolidated financial statements, etc. in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the non-consolidated financial statements, etc. and, based on the audit evidence obtained, whether a material

uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the non-consolidated financial statements, etc. or, if the notes to the non-consolidated financial statements, etc. on material uncertainty are inadequate, to express a qualified opinion with exceptions on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate whether the presentation of the non-consolidated financial statements, etc. and the notes thereto are in accordance with accounting principles generally accepted in Japan, as well as evaluate the overall presentation, structure, and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the non-consolidated financial statements, etc. represent the underlying transactions and accounting events in a manner that achieve fair presentation.

We communicate with Audit & Supervisory Committee regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide Audit & Supervisory Committee with a statement that we have complied with the relevant ethical requirements in Japan regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate obstruction factors or safeguards applied to reduce obstruction factors to an acceptable level.

Conflicts of Interest

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act.

Audit and Supervisory Committee's Audit Report

AUDIT REPORT (English Translation)

Audit and Supervisory Committee has audited the Directors' execution of duties during the 10th fiscal year from April 1, 2025 through March 31, 2026. The Committee hereby reports the methods and results of the audit as follows:

1. Methods of Audit and Details thereof

Audit and Supervisory Committee received reports regularly from Directors, employees, and other personnel on the contents of the resolutions of the Board of Directors concerning the matters listed in Article 399-13, Paragraph 1, Item 1 (b) and (c) of the Companies Act, as well as the development an operation status of systems that have been put in place based on said resolutions (internal control systems), and then requested explanations when necessary, expressed its opinion, and conducted audits by the following methods.

- (i) In accordance with audit policies, division of duties, and other relevant matters established by Audit and Supervisory Committee, the Committee, in cooperation with the internal audit office and other employees, attended important meetings, received reports from Directors, employees, and other personnel on matters concerning the execution of their duties, requested explanations when necessary, inspected important authorized documents and others, and examined the operations and financial positions at the head office. Additionally, in regard to the Company's subsidiaries, Audit and Supervisory Committee sought to facilitate communication and exchange information with directors, statutory auditors, and others of its subsidiaries and, when necessary, received reports from these subsidiaries on the state of their business.
- (ii) Audit and Supervisory Committee monitored and verified whether the independent auditor maintained its independence and conducted its audits in an appropriate manner, received reports from the independent auditor on the status of the execution of its duties and, when necessary, requested explanations. Also, Audit and Supervisory Committee received a notification from the independent auditor that it is taking steps to improve the "system for ensuring appropriate execution of duties" (matters specified in the items under Article 131 of the Regulations on Corporate Accounting) in accordance with the "Quality Control Standards for Audit" (Business Accounting Council) and other standards, and requested explanations when necessary.

Based on the foregoing methods, Audit and Supervisory Committee examined the Business Report and its supplementary schedules, the non-consolidated financial statements (the non-consolidated balance sheet, the non-consolidated statements of profit or loss, the non-consolidated statements of changes in net assets, and the notes to non-consolidated financial statements) and the related supplementary schedules, and the consolidated financial statements (the consolidated statements of financial position, the consolidated statements of profit or loss, the consolidated statements of changes in equity, and the notes to the consolidated financial statements) for the current fiscal year.

2. Results of Audit:

(1) Results of audit of Business Report and other documents

In our opinion:

- (i) the Business Report and its supplementary schedules fairly represent the state of the Company in accordance with the applicable laws and regulations as well as the Articles of Incorporation of the Company;
- (ii) no misconduct or material fact constituting a violation of applicable laws or regulations or the Articles of Incorporation of the Company was found with respect to Directors in the execution of their duties; and
- (iii) the contents of the resolutions of the Board of Directors regarding internal control systems are appropriate. Furthermore, there are no matters that we should point out regarding the contents of the Business Report and Directors' execution of their duties related to internal control systems.

(2) Results of audit of the non-consolidated financial statements and the related supplementary schedules

In our opinion, the methods and results of the audit conducted by the independent auditor, Grant Thornton Taiyo LLC, are appropriate.

(3) Results of audit of the consolidated financial statements

In our opinion, the methods and results of the audit conducted by the independent auditor, Grant Thornton Taiyo LLC, are appropriate.

May 13, 2026

Audit and Supervisory Committee of Simplex Holdings, Inc.

Audit and Supervisory Committee Member:

Ryozo Akiyama

Audit and Supervisory Committee Member:

Noriyuki Ogasawara

Audit and Supervisory Committee Member:

Yoko Sugita

Audit and Supervisory Committee Member:

Mari Takahashi

Audit and Supervisory Committee Member:

Yasuto Hamanishi

Audit and Supervisory Committee Member:

Naoto Hirota

Note: Audit and Supervisory Committee Members Ryozo Akiyama, Noriyuki Ogasawara, Yoko Sugita, Mari Takahashi, Yasuto Hamanishi, and Naoto Hirota are Outside Directors as defined in Article 2, Item 15 and Article 331, Paragraph 6 of the Companies Act.