August 3, 2026

Company Name: INTLOOP Inc.
Representative: Hirofumi Hayashi
Representative Director
(Securities Code: 9556, TSE Growth Market)
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Notice Concerning the Acquisition of Shares of UNDERWORKS CO., LTD.

INTLOOP Inc. (“INTLOOP” or “we”) is pleased to announce that our Board of Directors has resolved at a meeting held today to acquire 100% of the outstanding shares of UNDERWORKS CO., LTD. (“UW”), a company with strength in consulting and data management in the digital marketing domain, which also has subsidiaries overseas, and to make it a subsidiary.

1. Reason for Share Acquisition

Since its founding, the INTLOOP Group (the "Group") has supported clients in addressing their management challenges as a consulting firm. In recent years, as the acceleration of corporate DX has intensified the shortage of IT professionals, the Group has achieved growth by providing consulting services primarily to large enterprises through its unique hybrid model.

As announced in its medium- to long-term management plan, "INTLOOP VISION 2030," the Group aims to become a "solutions provider integrating cutting-edge technology and professional human resources" by the fiscal year ending July 2030, targeting net sales of ¥100.0 billion and operating profit of ¥15.0 billion. At the core of this plan is the transformation into an "AI-centric company" that makes the integration of AI and cutting-edge technology standard across various operations and services, and this initiative has now entered the execution phase. Specifically, the Group is establishing an end-to-end model covering everything from strategy to implementation, consisting of: (i) implementing AI in its own operations ("dogfooding"); (ii) external sales of task-specific AI agent solutions that embody its consulting expertise; and (iii) AI BPO consulting that supports clients in embedding and internalizing AI utilization through hands-on support.

Against this backdrop, the Group recognizes that the digital marketing / marketing technology domain is becoming increasingly important for strengthening corporate competitiveness—driven by growing demand for consulting on embedding generative AI into business processes, the development of data utilization platforms such as CRM and CDP, and the increasing sophistication of marketing technology—and is a field expected to see sustained demand growth going forward. The Group decided to acquire the shares in light of the strong mutual complementarity expected, including the strengthening of the Group's client portfolio and the enhancement of offerings to existing clients.

UW was founded in 2006 by its CEO President, Mr. Manabu Tajima (formerly of Accenture), and possesses deep expertise and an extensive track record in digital marketing for large business enterprises, covering the entire process end to end—from upstream phases such as marketing strategy formulation and CX design through to the selection, implementation, and operational support of marketing technologies (MA, CRM, CDP, etc.). The Group also recognizes that UW has built a solid client base through long-standing direct relationships, primarily with major Japanese enterprises, by delivering high-quality services tailored to client needs. In recent years, as AI adoption advances across the entire marketing process, UW has already been deploying solutions that support AI implementation at each stage, including content strategies for AI-powered search, support for AI agent implementation and business process automation, and the development of AI-driven data utilization and

analytics platforms.

While the spread of generative AI is driving the automation of downstream operational tasks in the marketing domain as well, the upstream consulting domain where UW primarily operates—such as marketing strategy design and data utilization planning—requires cross-industry expertise together with the ability to capture latent needs and build trust with clients. The Group therefore believes this domain is not easily replaceable by AI and expects demand to continue going forward. The Group will maintain and enhance the human value in this hard-to-replace upstream domain, while implementing the expertise cultivated there as task-specific AI agents, and will further build on this through embedding support via AI BPO and ecosystem collaboration with AI solutions specialized in the marketing domain.

The Group expects to realize the following synergies through this transaction:

- Establishment of a high-value-added offering structure that combines the Group's strategy consulting, IT consulting, and PMO businesses with UW's expertise in digital marketing
- Revenue growth through mutual cross-selling—providing the Group's services to UW's client base and UW's services to the Group's client base, leading to the acquisition of large-scale, high-margin projects
- Strengthening of UW's delivery resource capacity and project acquisition capabilities by leveraging the Group's talent platform (full-time employees, freelancers, and business partner network)
- Creation of scalable revenue opportunities not dependent on the traditional time-and-materials model, through the deployment of task-specific AI agents embodying UW's expertise and AI BPO
- Expansion of business opportunities, strengthening of talent acquisition, and enhancement of management systems by leveraging the credibility of being part of a listed corporate group

Through this transaction, the Group will accelerate both the "expansion of its business foundation centered on solutions" and the "transformation into an AI-centric company" set forth in its medium- to long-term management plan, "INTLOOP VISION 2030," in the digital marketing / marketing technology domain, and thereby aims to further enhance its corporate value.

2. Overview of UNDERWORKS CO., LTD. (Issuer)

(1)	Name	UNDERWORKS CO., LTD.	
(2)	Location	7F Spirit Building, 3-19-13 Toranomon, Minato-ku, Tokyo, Japan	
(3)	Position and name of representative	CEO President　Manabu Tajima	
(4)	Description of business	Consulting in the digital marketing domain	
(5)	Capital stock	3 million yen	
(6)	Establishment date	April 25, 2006	
(7)	Major shareholder and shareholding ratio	Manabu Tajima 100%	
(8)	Relationship between INTLOOP Inc. and UNDERWORKS CO., LTD..	Capital relationship	Not applicable.
		Personnel relationships	Not applicable.
		Transactional relationships	Not applicable.

(9) Operating results and consolidated financial position of the company for the past three years

Fiscal year	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2026
Net assets	481 million yen	531 million yen	671 million yen
Total Assets	1,082 million yen	1,058 million yen	1,198 million yen
Net sales	1,347 million yen	1,356 million yen	1,427 million yen
Operating profit	150 million yen	53 million yen	100 million yen
Ordinary profit	154 million yen	67 million yen	104 million yen

Net income	111 million yen	55 million yen	72 million yen
Net assets per share	8,024 yen	8,845 yen	11,174 yen
Dividend per share	—	—	—
Earnings per share	1,847 yen	920 yen	1,207 yen

(1)	Name	Clickr Media Pte. Ltd.
(2)	Location	12 Kallang Ave #04-24 Singapore 339511
(3)	Position and name of representative	Derick Ng (CEO)
(4)	Description of business	Digital marketing consulting, web development, etc.
(5)	Capital stock	SGD 50,000
(6)	Major shareholders and shareholding ratio	UNDERWORKS CO., LTD. 65% Chan Hanyuan 17.5% Ng Wei Qiang 17.5%

3. Outline of the counterparty of the share acquisition

(1)	Name	Manabu Tajima
(2)	Address	Minato-ku, Tokyo
(3)	Relationship between the listed company and the individual	Not applicable.

4. Number of shares to be acquired, acquisition price, and status of shares held before and after the acquisition

(1)	Number of shares held before acquisition	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0.0%)
(2)	Number of shares acquired	60,000 shares (Number of voting rights: 60,000)
(3)	Acquisition price	The acquisition price is not disclosed at the request of the counterparty, as it involves the counterparty's personal information. The acquisition price is equivalent to 15% or more of the Company's consolidated net assets as of the end of the most recent fiscal year. Advisory fees, etc. (estimated amount) ：65million yen
(4)	Number of shares held after the change	60,000 shares (Number of voting rights: 60,000) (Percentage of voting rights held: 100.0%)

5. Schedule

(1)	Resolution by the Board of directors	August 3, 2026
(2)	Signing	August 3, 2026
(3)	Closing	August 6, 2026 (scheduled)

6. Business Outlook

The impact of this share acquisition on INTLOOP Inc.'s consolidated financial results is expected to be immaterial.

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