METAPLANET

August 18, 2026

To Whom It May Concern

Company: Metaplanet Inc.
Representative: Chief Executive Officer
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(TSE Standard 3350)
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Notice Regarding the Execution of a Subscription Agreement for a Strategic Investment in Bitcoin in Super League Enterprise, Inc. (Nasdaq: SLE), Its Planned Conversion into a Consolidated Subsidiary and Its Planned Change of Corporate Name to Superplanet, Inc.

Metaplanet Inc. (the "Company") hereby announces that its Board of Directors resolved on August 18, 2026 to make a strategic investment (the "Transaction") in Super League Enterprise, Inc., a Delaware corporation listed on the Nasdaq Stock Market (Nasdaq: SLE) ("Super League"), and that, in connection therewith, the Company's wholly owned U.S. subsidiary Metaplanet Holdings, Inc., a Florida corporation ("Metaplanet Holdings"), and Super League have entered into a subscription agreement in respect of the Transaction (the "Subscription Agreement").

In the Transaction, Metaplanet Holdings will receive, in exchange for an in-kind contribution of 2,100 bitcoin ("BTC") and a cash payment of US$2,500,000, newly issued common stock of Super League, warrants to purchase common stock (the "Common Stock Warrants") and convertible perpetual preferred stock (the "Strategic Alliance Preferred Stock"). The capital the Company's group commits at the closing of the Transaction is limited to the 2,100 BTC and US$2,500,000 in cash, and the Company's group assumes no obligation to make any additional contribution after the closing. The exercise of the Common Stock Warrants and the subscription for Junior Liquidity Support Preferred Stock are each rights, and not obligations, of the Company's group.

Immediately following the closing of the Transaction, the Company's group will hold a controlling interest in Super League, expected to represent approximately 95.7% of the voting rights at the closing. Because pre-funded warrants carry no voting rights until exercised, the group's interest is approximately 93.6% on an economic basis giving effect to the exercise of Super League's outstanding pre-funded warrants. Together with the right to designate a majority of Super League's board of directors (described in Section 7), Super League is expected to become a consolidated subsidiary of the Company, and is also expected to constitute a specified subsidiary (tokutei kogaisha) of the Company. At the closing, Super League will change its corporate name to "Superplanet, Inc."

The purpose of the Transaction is to increase the BTC holdings economically attributable to each share of the Company's common stock on a consolidated basis. "Bitcoin held per share" here means the bitcoin held per fully diluted share as set out in the disclosures the Company publishes periodically in connection with its purchases of bitcoin: the total bitcoin held by the Company and its wholly owned subsidiaries, together with, in the case of a consolidated subsidiary that is not wholly owned, the portion corresponding to the Company's economic interest in that subsidiary, divided by the fully diluted shares outstanding as defined in those disclosures. The Company positions BTC Yield, the rate of change in this metric, as a key performance indicator and discloses it on a continuing basis, and the Transaction is likewise intended to increase this metric (see

Sections 2 and 9 below).

Following the closing, Super League will remain separately listed on the Nasdaq and, alongside its existing digital media business, intends to commence a new bitcoin treasury business. Super League intends, in light of market and other conditions, to raise capital in the U.S. capital markets in the forms most accretive to the BTC held per share of its common stock, and to deploy the proceeds principally into the acquisition of BTC. Where capital is raised through securities that do not increase Super League's common share count, such as future issuances of perpetual preferred stock, the BTC acquired increases the BTC held per share of Super League's common stock, and, because Super League is expected to be a consolidated subsidiary, contributes to increasing the BTC holdings economically attributable to each share of the Company's common stock on a consolidated basis.

The 2,100 BTC the Company's group contributes at the closing represents approximately 4.9% of the group's BTC holdings as of August 18, 2026. The Common Stock Warrants Metaplanet Holdings acquires carry no obligation to exercise; they are exercisable at its discretion over a ten-year period. The common stock Metaplanet Holdings acquires in the Transaction is, in principle, subject to a five-year lock-up from the closing date. The Company has to date funded the acquisition and accumulation of BTC through the Japanese capital markets. Following completion of the Transaction, the group will also have access to the U.S. capital markets through Super League, and aims to fund its long-term acquisition and accumulation of BTC from both markets.

Consummation of the Transaction is subject to the satisfaction of the closing conditions, including the approval of Super League's stockholders in respect of certain matters and filings with the Secretary of State of the State of Delaware and the Nasdaq Stock Market, as set out in Section 10 below.

The details of the Transaction are set forth below.

1. Overview of the Transaction

(1)	**Counterparty**	Super League Enterprise, Inc. (Delaware, U.S.A.; Nasdaq: SLE; to be renamed "Superplanet, Inc." on the closing date)
(2)	**Subscriber**	Metaplanet Holdings, Inc., a Florida corporation and a wholly owned subsidiary of the Company
(3)	**Structure**	Strategic investment by way of an in-kind contribution of bitcoin and a cash subscription, originating a bitcoin treasury business at Super League and converting Super League into a consolidated subsidiary of the Company
(4)	**Securities Acquired at Closing**	(i) Common Stock; (ii) Common Stock Warrants; and (iii) Strategic Alliance Preferred Stock. In addition, the Company acquires the right, exercisable for 24 months following the closing, to subscribe for Junior Liquidity Support Preferred Stock. No Junior Liquidity Support Preferred Stock is issued at the closing.
(5)	**Initial Investment Amount**	2,100 BTC contributed in kind (valued by reference to the U.S. dollar market price calculated using the closing price of bitcoin on the Coinbase Exchange at 4:00 p.m. New York City time on August 14, 2026), together with US$2,500,000 in cash. Aggregate US$134,578,200 (approximately ¥21,532 million at ¥160 to US$1.00)
(6)	**Issue Price**	Common stock: issue price of US$3.00 per share. The Company's group will subscribe for 44,859,400 shares of common stock in aggregate. Strategic

		Alliance Preferred Stock: par value of US$0.001 per share.
(7)	**Voting Rights**	Held by the Company's group immediately prior to the closing: 0 shares (0.00%). Held immediately following the closing: 44,859,400 shares (approximately 95.7% of the voting rights of Super League; approximately 93.6% on an economic basis giving effect to the exercise of Super League's outstanding pre-funded warrants). Assuming exercise in full of the Common Stock Warrants: 425,859,400 shares (approximately 96.2% of the economic interest on a fully diluted basis)
(8)	**Use of Proceeds**	The BTC contributed will be held by Super League as the collateral base for the potential future issuance of perpetual preferred stock in the U.S. capital markets. The cash proceeds will be applied to the payment of certain transaction expenses. Proceeds of any future exercise of the Common Stock Warrants are expected to be applied principally to the acquisition of additional BTC.
(9)	**Governance**	Immediately following the closing, a board of nine directors, initially comprising (i) five directors designated by the Company's group, (ii) three directors nominated by Super League subject to the approval of the Company's group (not to be unreasonably withheld, conditioned or delayed), and (iii) Super League's current Chief Executive Officer, with at least three directors being independent and qualified to serve on the audit committee. Thereafter, for so long as the Company's group holds the Strategic Alliance Preferred Stock, a board of up to nine directors, with the number determined by the board from time to time; the Company's group may designate up to five directors (the "Metaplanet Designated Directors"), nominate up to four additional candidates (one being Super League's current Chief Executive Officer, with a replacement nominated at the group's sole discretion if that officer ceases to serve), and designate the chair of the board; if the board comprises fewer than nine directors, the Metaplanet Designated Directors shall not constitute less than a majority. Super League will constitute a "Controlled Company" under the Nasdaq listing rules at the closing, and its audit committee will continue to comprise three independent directors.
(10)	**Conditions to Closing**	Closing conditions include approval by Super League's stockholders and filings with the Secretary of State of the State of Delaware and the Nasdaq Stock Market.

2. Purpose of and Reasons for the Transaction

(1) Two Capital Markets, One Balance Sheet

The Company's group has operated as a bitcoin treasury company listed in Japan since April 2024 and held 43,000 BTC as of August 18, 2026. Over that period the group has built operating capability across capital allocation, equity and debt financing, custody, risk management and bitcoin-centered investor disclosure, and has funded the acquisition and accumulation of BTC in the Japanese capital markets, where it benefits from a comparatively low cost of capital. The Transaction extends these capabilities, built in Japan, into the U.S. capital markets. The 2,100 BTC Metaplanet Holdings contributes at the closing represents approximately 4.9% of the group's BTC holdings as of August 18, 2026.

The United States hosts one of the largest and most liquid capital markets in the world, and within it a market for securities issued by listed companies that hold BTC, including perpetual preferred stock, has developed in recent years. BTC is a highly liquid asset whose price and holdings can be monitored continuously, which allows the balance sheet condition of a company holding it to be observed with comparatively high transparency through the value of its BTC. Against this background, investor demand has formed in the U.S. market for perpetual preferred stock issued by companies that hold BTC. For example, Strategy Inc. (Nasdaq: MSTR) had approximately US$10.5 billion of its STRC perpetual preferred stock outstanding as of June 30, 2026, and Strive Inc. (Nasdaq: ASST) had approximately US$780 million of its SATA perpetual preferred stock outstanding. [Source: the Form 10-Q of Strategy Inc. and the Form 10-Q of Strive Inc., in each case for the quarter ended June 30, 2026; amounts based on aggregate liquidation preference and on redemption value and liquidation preference, respectively, as of June 30, 2026.] These are listed securities whose prices move with market conditions. References to them here are intended to indicate the depth of that market and the capital it has absorbed, and not the investment performance or future price of any particular security.

The Company's group has not previously had a means of directly accessing that market and issuing securities to its investors. Following completion of the Transaction, the group will secure access to the U.S. capital markets through Super League, a U.S.-listed company that is expected to become a consolidated subsidiary of the Company. The group will accordingly be able to fund its long-term, group-wide acquisition and accumulation of BTC from two of the world's principal capital markets, Japan and the United States. So far as the Company is aware, there is no other example of a bitcoin treasury company holding a controlling interest in a separately listed bitcoin treasury company in another major capital market. The Company regards this distinctive platform as the central strategic rationale for the Transaction and as a lasting source of funding diversification, strategic optionality and scale.

There can be no assurance that this strategy will succeed or that any particular level of BTC Yield will be achieved.

(2) A Controlling Stake that Consolidates Super League

Through the Transaction the Company, through Metaplanet Holdings, acquires a controlling interest in Super League and, at the closing, makes Super League a consolidated subsidiary. This is a strategic investment in an existing listed operating company that intends to enter a new business line, effected by a third-party allotment to Metaplanet Holdings of newly issued securities of Super League. Metaplanet Holdings is not acquiring Super League in full, and Super League will remain separately listed on the Nasdaq following the closing. As described in Section 5-2, warrants are separately being issued to Evo Fund.

The BTC the Company's group contributes does not leave the group for purposes of the Company's consolidated financial statements. Following the closing, Super League's assets and liabilities, including its BTC, will be consolidated in full within the Company's consolidated financial statements, with the interest attributable to shareholders other than the Company's group recognized as a non-controlling interest. The economic interest in the contributed BTC that ceases to be attributable to the Company's shareholders is accordingly limited to that non-controlling interest, initially expected to be approximately 6.4%. In exchange, the Company's group obtains a controlling position in a U.S.-listed company, access to the U.S. capital markets, including its preferred stock market, and the opportunity to increase per-share value through future capital raising that utilizes that access.

The Company's group will strengthen Super League's financial foundation through the in-kind contribution of BTC and will provide Super League with its operating know-how in the bitcoin treasury business, including capital allocation, BTC financial management and the income-generating bitcoin options strategies the Company operates. The Company's group will also secure control of Super League through the Strategic Alliance Preferred Stock, which carries voting rights over specified matters and the right to designate a majority of the board of directors, as described in Section 4(3) and Section 7. The Strategic Alliance Preferred Stock is an instrument whose principal purpose is to confer governance rights: it has no liquidation preference and converts into common stock upon transfer to a third party.

Although Super League is a new entrant to the digital asset industry, it will operate with the support of the Company's group, including the Company's bitcoin treasury operations, capital markets track record and balance sheet. The Company believes this support strengthens the credit standing of Super League and its securities relative to that of an unaffiliated issuer pursuing the same strategy on a standalone basis. The Company also believes that Super League's digital media and community expertise may support Superplanet's brand-building and investor communications, although the principal purpose of the Transaction is the establishment of the bitcoin treasury platform.

(3) Super League's Proposed Business Strategy: Growing Bitcoin per Share Through Accretive Capital Raising

Upon the closing of the Transaction, Super League intends to commence a new business line centered on BTC. This strategy is expected to take effect at the closing, and does not represent Super League's business as conducted as of the date of this notice.

Under the proposed strategy Super League will hold bitcoin as a core balance sheet asset and will build a bitcoin acquisition programme governed by a single discipline: capital is raised in whatever form is most accretive to bitcoin per share at the time. As a U.S.-listed issuer, Super League will have access to the full range of capital raising methods available in the world's deepest capital market, including offerings of common stock, perpetual preferred stock and other securities, in registered or exempt form. Super League intends, subject to market conditions, to access the public U.S. capital markets through offerings of perpetual preferred stock, including a potential initial public offering of a perpetual preferred series, following the model established in that market by Strategy Inc. and Strive Inc. Super League may also raise capital through bonds and other debt securities where it determines that doing so is accretive to the BTC held per share of its common stock. No decision has been made as of the date of this notice regarding any specific issuance, offering or sale of securities, and there can be no assurance as to whether, when, or on what terms any such transaction will be implemented.

Perpetual preferred stock is permanent equity capital, with no maturity and no scheduled principal repayment. The Company believes that funding bitcoin acquisitions through perpetual preferred stock rather than debt can increase the bitcoin held per share of common stock, and accordingly common shareholders' economic exposure to bitcoin, while avoiding the repayment, refinancing and default obligations associated with debt financing. Because the perpetual preferred stock Super League intends to issue can be structured as non-convertible, with no conversion right into common stock, the approach is intended to raise capital with limited long-term dilution of common shareholders.

Super League intends to size any preferred stock issuance conservatively relative to the value of its assets, and, through its bitcoin financial management activities, including income-generating strategies of the kind the Company operates and investments in bitcoin-related assets where accretive, to generate operating income that contributes to the servicing of dividend obligations on any preferred stock it issues. The objective is a capital structure in which dividend obligations are supported by the scale of the balance sheet and by operating cash flow, and not solely by future capital raising. The intention is that the servicing of dividend obligations on preferred stock Super League has issued should not depend on sales of bitcoin or on issuances of common stock. The foregoing policies do not, however, constrain the business judgment exercised by Super League's board of directors in accordance with its fiduciary duties. The Company's group intends to remain engaged, through its right under the Strategic Alliance Preferred Stock to designate a majority of Super League's directors, so that these policies are maintained; nevertheless, where Super League's board determines that doing so is in the best interests of the company and its stockholders as a whole, certain measures may be taken, including sales of BTC or other assets or additional capital raising. The Company believes that these characteristics, together with the group support arrangements described in this notice, can over time be reflected in the terms on which Super League raises capital. There can be no assurance that these objectives will be achieved.

The bitcoin economically attributable to the Company's common shareholders corresponds, in principle, to the Company's proportionate ownership interest in Super League's common equity. Where capital is raised without adding to Super League's common share count, as with preferred stock, or otherwise on terms that add bitcoin faster than shares, each increase in Super League's bitcoin holdings can raise the bitcoin per share of Super League common stock and, on a look-through basis, the bitcoin attributable to each share of the Company's common stock. Increasing the bitcoin attributable to each of the Company's common shares on a consolidated basis is the central objective of the Transaction.

The timing, size and terms of any issuance of securities by Super League will be determined by Super League's board of directors in light of market conditions, Super League's financial position, funding needs and other factors at such time. Nothing in this notice constitutes an offer to sell, a solicitation of an offer to acquire, or a commitment to issue, any securities.

In addition, the Company intends to explore, subject to compliance with the registration, filing and other regulatory requirements applicable in Japan and the United States, the potential involvement of its subsidiary Metaplanet Securities Inc. in the distribution in Japan of securities that Super League may issue in the future. No decision has been made as of the date of this notice regarding any specific issuance, offering or sale of securities or regarding any involvement of Metaplanet Securities Inc. This statement does not constitute an offer of, or a solicitation of an offer to acquire, any securities.

(4) Committed Capital and Long-Term Optionality

The Company's committed capital in the Transaction at the closing is limited to the contribution of 2,100 BTC in kind, approximately 4.9% of its bitcoin holdings as at August 18, 2026, together with US$2,500,000 in cash. The Company has the option, but is not required, to contribute any further bitcoin or capital to Super League after the closing.

The Company expects Super League to raise capital for its bitcoin acquisitions in the form most accretive to bitcoin per share at the time, and regards perpetual preferred stock as a principal instrument for doing so. Because preferred stock is not common equity, its issuance does not dilute Super League's common stock or alter the Company's proportionate ownership of Super League's common equity, and the Company controls Super League's capital strategy through the governance rights conferred by the Strategic Alliance Preferred Stock. To the extent Super League raises capital through other instruments, including common equity, the Company's warrants and its contractual preemptive rights enable it to maintain its ownership position. The Company accordingly expects its consolidated controlling ownership interest in Super League, following the closing, to remain stable and to be maintained into the future.

The common stock warrants the Company acquires support that expectation. They are rights, not obligations, exercisable at the Company's discretion over a ten-year term, with the exercise price payable in U.S. dollars, U.S. dollar-denominated stablecoins or bitcoin. The warrants enable the Company to preserve its majority ownership of Super League, and therefore the consolidation of Super League, and to increase that ownership over time, complementing the governance control conferred by the Strategic Alliance Preferred Stock. Because exercise is discretionary and requires payment of the exercise price, the Company expects to exercise only where it determines that doing so would be accretive for the Company's group and its common shareholders, such that exercise can be expected to increase bitcoin per share, the metric the Company tracks as BTC Yield, on a sustainable basis. The warrants provide long-term optionality to maintain the Company's position and to scale its investment in line with Super League's performance over time, without committing the Company's balance sheet at the outset.

The structure also aligns the Company with future holders of preferred stock issued by Super League. The common stock and Common Stock Warrants Metaplanet Holdings will hold rank economically junior, as to dividends and distributions on liquidation, to any perpetual preferred stock Super League may issue in the future. In addition, Metaplanet Holdings holds the right, at its election during the 24 months following the closing, to subscribe for up to 2,100,000 shares of Junior Liquidity Support Preferred Stock at a stated value of US$100 per share, as described in Section 4(4), which secures a contractual means for the Company's group to provide capital to Super League if Super League requires it, including for the payment of dividends on its perpetual preferred stock.

The Transaction involves no discounted financing. The newly issued common stock Metaplanet Holdings subscribes for is issued at US$3.00 per share, approximately the market price of Super League's common stock based on its August 17, 2026 closing price.

Superplanet may in the future also evaluate strategic acquisition opportunities in the U.S. bitcoin treasury sector, where a U.S.-listed platform is able to transact in forms not readily available to a Japanese parent. No targets have been identified, no agreements exist and no financing has been arranged for any such transaction, and there can be no assurance that any acquisition will occur.

The shares of common stock Metaplanet Holdings acquires are subject to transfer restrictions and a lock-up, with customary exceptions, for five years from the closing date. The Company is a long-term holder of its position in Super League and has contracted accordingly.

3. Overview of the Subsidiary Subject to the Change

(1)	**Name**	Super League Enterprise, Inc. (listed on the Nasdaq Stock Market, U.S.A.; ticker: SLE) (to be renamed "Superplanet, Inc." at the closing, with the new ticker expected to be "SUPA")
(2)	**Location**	2450 Colorado Avenue, Suite 100E, Santa Monica, California 90404, U.S.A.
(3)	**Representative**	Matt Edelman, Chairman, CEO & President (incumbent; expected to continue as Chief Executive Officer and President after the closing)
(4)	**Business Description**	Current: a digital media and advertising business providing audience intelligence, media activation and creative services to brands within games and other digital environments, including Roblox, Fortnite, mobile games and connected television. Following the closing: a bitcoin treasury business, comprising the accumulation of bitcoin as a collateral base, the issuance of perpetual preferred stock and other securities against that collateral in the U.S. capital markets, bitcoin financial management, capital allocation and investment activities. The existing digital media business will be continued as an operating segment.
(5)	**Capital**	Par value of common stock: US$0.001 per share. (As a Delaware corporation, there is no concept equivalent to "stated capital" (shihon-kin) under Japanese law.)
(6)	**Date of Incorporation**	October 1, 2014 (State of Delaware, U.S.A.). Incorporated as Nth Games, Inc.; renamed Super League Gaming, Inc. in 2015 and subsequently Super League Enterprise, Inc.

(7)	**Major Shareholders and Shareholding Ratios**	Based on Super League's most recent proxy statement and its SEC filings (Schedules 13D/G), no stockholder beneficially owns 5% or more of Super League's common stock, and the shares are widely held, principally by individual investors. The aggregate holdings of all eight of Super League's officers and directors represent less than 1% in total.
(8)	**Relationship with the Company**	Personnel relationship: not applicable. Capital relationship: not applicable as of the date of this notice. Following the closing, the Company is expected to control Super League through the common stock and Strategic Alliance Preferred Stock to be held by Metaplanet Holdings, and to have the right, subject to certain conditions, to designate up to five directors on a board of up to nine directors, to nominate up to four persons for election as directors, and to designate the chair of the board. See Section 7. Business relationship: not applicable.

(9) Results of Operations and Financial Position for the Past Three Fiscal Years

(Unit: thousands of U.S. dollars. Prepared under U.S. GAAP and based on publicly available information, including the annual reports on Form 10-K filed by Super League with the SEC.)

Fiscal year ended	December 2023	December 2024	December 2025
Net revenue (operating revenue)	25,079	16,182	11,342
Loss from operations	(32,837)	(16,754)	(13,053)
Net loss	(30,330)	(16,635)	(20,717)
Total assets	25,328	11,711	21,869
Total net assets (stockholders' equity)	9,990	170	17,534
Net assets per share (US$)	1,004.42	5.03	15.52
Net income (loss) per share (US$)	(6,561.60)	(1,123.63)	(40.43)
Dividends per share (US$)	0.00	0.00	0.00

(Note) The financial figures above are based on publicly available information, such as the annual reports on Form 10-K filed by Super League Enterprise, Inc. with the U.S. SEC, prepared under U.S. GAAP. Please refer to the annual reports on Form 10-K filed by Super League for the definitive figures. Per-share figures are retroactively adjusted for the reverse stock split effected on January 23, 2026.

4. Description of the Securities Acquired by the Company

The securities package Metaplanet Holdings acquires comprises the following. Immediately prior to the closing, Metaplanet Holdings holds no securities of Super League and no voting rights. The voting rights held immediately following the closing, and assuming exercise in full of the Common Stock Warrants, are set out in Section 1(7).

Security	Scale and principal terms	Issued at closing
① Common Stock (initial investment)	44,859,400 shares, subscribed at US$3.00 per share (aggregate US$134,578,200 / approximately ¥21,532 million)	Yes
② Common Stock Warrants	Warrants to purchase up to 381,000,000 shares of common stock in four tranches: 210,000,000 shares at US$3.00; 100,000,000 shares at US$10.00; 50,000,000 shares at US$21.00; and 21,000,000 shares at US$33.50. Ten-year exercise period from the closing date, exercisable in whole or in part at the group's discretion. The exercise price is payable in U.S. dollars, U.S. dollar-denominated stablecoins or BTC.	Yes
③ Strategic Alliance Preferred Stock	100 shares, par value US$0.001 per share. Perpetual and convertible. Votes with the common stock on an as-converted basis. Carries class voting rights over specified matters and the right to designate a majority of the board of directors and the chair of the board. See Section 7.	Yes
④ Junior Liquidity Support Preferred Stock	A right, exercisable at the group's discretion in whole or in part during the 24 months following the closing, to subscribe for up to US$210 million in aggregate stated value. Stated value US$100 per share. Perpetual, non-convertible. Dividends at SOFR plus 400 basis points, cumulative, payable quarterly in arrears.	No — subscription right only

In addition, Super League's amended and restated certificate of incorporation will include sufficient authorized capacity for future issuances of Senior Variable Rate Perpetual Preferred Stock, as described in Section 5-1 below. Warrants issued separately to Evo Fund are described in Section 5-2.

(1) Common Stock (Initial Investment)

As the initial investment, Metaplanet Holdings subscribes at the closing for 44,859,400 newly issued shares of Super League common stock at US$3.00 per share. The number of shares was determined by dividing the sum of the U.S. dollar value of the 2,100 BTC, calculated using the closing price of bitcoin on the Coinbase Exchange at 4:00 p.m. New York City time on August 14, 2026, and the US$2,500,000 in cash, by US$3.00 per share, rounded to the nearest one hundred shares. The number of shares was accordingly fixed prior to the date of the Subscription Agreement and does not vary with movements in the price of bitcoin between that date and the closing of the Transaction. The newly issued common stock is of the same class as Super League's existing listed common stock and carries one vote per share. It is subject to a five-year lock-up from the closing date, with certain exceptions.

(2) Common Stock Warrants

Metaplanet Holdings acquires warrants to purchase up to a total of 381,000,000 shares of Super League common stock, exercisable in whole or in part at Metaplanet Holdings' sole discretion at any time during the ten years following the closing date, with the exercise price payable in U.S. dollars, U.S. dollar-denominated stablecoins or BTC. These warrants are rights granted to Metaplanet Holdings, not obligations. Unless Metaplanet Holdings elects to exercise them and pay the applicable exercise price, Metaplanet Holdings is under no obligation to contribute any additional BTC or other capital to Super League. Assuming exercise in full, Metaplanet Holdings would hold approximately 96.2% of the economic interest in Super League on a fully diluted basis.

The warrants serve two long-term purposes. They allow the Company to preserve its majority ownership of Super League, and therefore the consolidation of Super League within the Company's group, complementing the governance control conferred by the Strategic Alliance Preferred Stock. They also provide the Company with long-term participation in Super League's growth. Because exercise is discretionary and requires payment of the applicable exercise price, the Company expects to exercise where doing so is accretive to its group.

The warrants are divided into four tranches with ascending exercise prices: 210,000,000 shares at US$3.00; 100,000,000 shares at US$10.00; 50,000,000 shares at US$21.00; and 21,000,000 shares at US$33.50. The higher tranches become economically rational to exercise only at progressively higher Super League valuations, so that additional capital is deployed by Metaplanet Holdings, in principle, in stages as Super League's enterprise value increases. The warrants carry customary adjustment provisions for stock splits, stock dividends, recapitalizations and similar events, together with weighted-average anti-dilution provisions. Shares issued upon exercise carry one vote per share.

(3) Strategic Alliance Preferred Stock

To secure its governance position in Super League, Metaplanet Holdings receives at the closing, at the same time as the initial common stock investment, 100 shares of Strategic Alliance Preferred Stock with a par value of US$0.001 per share. The instrument is a perpetual preferred stock with no maturity and is convertible into Super League common stock at a fixed one-to-one conversion ratio. It votes together with the common stock on an as-converted basis; however, the number of votes per share is subject to a cap, calculated as if each share of Strategic Alliance Preferred Stock had been converted into common stock at the Nasdaq Minimum Price as of the issue date. Because the conversion ratio is fixed at one-to-one, the Strategic Alliance Preferred Stock carries 100 votes in aggregate, representing only approximately 0.0002% of Super League's total voting power immediately following the closing. The group's control of Super League accordingly derives not from the number of votes the Strategic Alliance Preferred Stock casts together with the common stock, but from the specified voting rights attaching to the Strategic Alliance Preferred Stock, the director designation and nomination rights described in Section 7, and the common stock held by Metaplanet Holdings.

Specifically, for so long as Metaplanet Holdings and its affiliates hold any share of Strategic Alliance Preferred Stock, the following matters require the separate approval, as a class, of the holders of a majority of the Strategic Alliance Preferred Stock then outstanding: (i) any amendment or modification of Super League's certificate of incorporation or bylaws, or the repeal or adoption of any provision inconsistent with the rights of the Strategic Alliance Preferred Stock; (ii) any merger, consolidation or other change-of-control transaction; (iii) any full or partial liquidation, dissolution or winding-up of Super League; and (iv) the designation of a majority of Super League's board of directors. The Strategic Alliance Preferred Stock carries no liquidation preference and converts into common stock if transferred to a third party. Its purpose is to secure the governance rights necessary for the Company's group to originate and direct Super League's new business strategy and to bring the group's know-how in the bitcoin treasury business, capital markets and financial management to bear on Super League's management on a continuing basis.

(4) Junior Liquidity Support Preferred Stock (Subscription Right)

No Junior Liquidity Support Preferred Stock is issued at the closing of the Transaction. What is established at the closing is a subscription right effective for the 24 months following the closing, under which Metaplanet Holdings may, at its discretion and within the aggregate cap below, subscribe for all or part of the Junior Liquidity Support Preferred Stock, or decline to subscribe. The right is granted to Metaplanet Holdings and imposes no subscription obligation on it.

Metaplanet Holdings may subscribe for Junior Liquidity Support Preferred Stock in one or more tranches, at a stated value of US$100 per share, up to an aggregate stated value of US$210 million. The shares are perpetual, with no maturity, and non-convertible, with no conversion right into common stock. They rank senior to Super League's common stock and junior to any Senior Variable Rate Perpetual Preferred Stock that Super League may issue in the future. Dividends accrue at a floating rate of SOFR plus 4.00% per annum, accruing daily from issuance and payable quarterly in arrears, and are cumulative if unpaid. Because the dividend rate is referenced to SOFR, it moves with prevailing U.S. short-term market interest rates. The shares are redeemable at any time at Super League's option, in whole or in part, at the stated value plus accrued and unpaid dividends. Upon the occurrence of certain fundamental changes, Metaplanet Holdings, as holder of the Junior Liquidity Support Preferred Stock, may require Super League to repurchase all of its Junior Liquidity Support Preferred Stock at US$100 per share plus accrued and unpaid dividends.

The purpose of the facility is liquidity support. If Superplanet were to require funds, including for the payment of dividends on any preferred stock it has issued, it may request capital from the Company, and the Company may provide that capital by subscribing for Junior Liquidity Support Preferred Stock. The facility therefore gives Superplanet a priced, contractual route to capital from its controlling shareholder, available precisely when market conditions may make public issuance unattractive. The Company believes the availability of that support contributes to Superplanet's financial standing and to its ability to raise capital in the U.S. markets. Whether to subscribe is in each case at the Company's discretion, and the Company is not obliged to subscribe.

5-1. Senior Variable Rate Perpetual Preferred Stock (Authorized Capacity for Future Issuance)

Under its amended and restated certificate of incorporation, Super League will establish additional authorized capacity for the future issuance of Senior Variable Rate Perpetual Preferred Stock. No such stock is issued at the closing of the Transaction, and Metaplanet Holdings is not subscribing for any. Whether, when and on what terms any Senior Variable Rate Perpetual Preferred Stock is issued, including its size and dividend rate, will be determined separately by Super League's board of directors in light of market conditions, Super League's financial position, funding needs, investor demand and other factors at such time. Establishing this authorized capacity in advance gives Super League an option to raise equity capital in the U.S. markets in the future without increasing its common share count, supporting the funding strategy focused on increasing BTC held per share described in Section 2(3).

5-2. Warrants Issued to Evo Fund

Separately from the Company's investment in the Transaction, and pursuant to a separate arrangement between Super League and Evo Fund, a Cayman Islands exempted company, or one of its affiliates ("Evo"), Super League will issue to Evo at the closing of the Transaction warrants to purchase up to an aggregate of 10,000,000 shares of Super League common stock. The warrants are exercisable for two years from the closing date, in two tranches: 5,000,000 shares at an exercise price of US$3.00 per share and 5,000,000 shares at an exercise price of US$5.55 per share. The warrants carry the same customary adjustment provisions for stock splits, stock dividends, recapitalizations and similar events, together with weighted-average anti-dilution provisions, as the Common Stock Warrants acquired by Metaplanet Holdings. The exercise price is payable in cash.

Evo is an investment fund incorporated in the Cayman Islands. It has acted as the allottee of the Company's moving strike stock acquisition rights in Japan on a number of occasions. Following the closing, the Company will hold a controlling interest in Super League and the public float in Super League's common stock will be limited. Evo is expected to act as a provider of liquidity in Super League's common stock, and the exercise of its warrants is expected to contribute to the liquidity of that stock in the public market.

Evo is not a party to the Subscription Agreement between Metaplanet Holdings and Super League, is not acting as agent for, or otherwise on behalf of, the Company's group in relation to the Transaction, and has no governance rights in Super League. The Company's group has no agreement or understanding with Evo in respect of the voting or disposition of Super League securities.

6. Amendment and Restatement of the Certificate of Incorporation

Subject to approval at Super League's annual meeting of stockholders, Super League will amend and restate its certificate of incorporation to give effect to the Transaction and establish the post-closing capital structure, principally as follows.

Amendment	Purpose
Increase in authorized common stock to up to 1,000,000,000 shares	To provide issuance capacity for the Company's subscription, the common stock underlying the Company's and Evo's warrants, and future fundraising
Increase in authorized preferred stock to up to 100,000,000 shares	To provide issuance capacity for future issuances
Blank-check preferred capacity, issuable by board resolution with terms to be determined	To accommodate the future issuance of Senior Variable Rate Perpetual Preferred Stock and Junior Liquidity Support Preferred Stock, exchange preferred stock for the reorganization of existing securities, and pari passu or subordinated preferred stock issued in the future
Change of corporate name to "Superplanet, Inc."	To reflect the new business line and the Company's controlling interest

Super League's existing certificate of incorporation already permits the board of directors to divide the preferred stock into series and to fix the designation, number, relative rights, preferences and limitations of each series. The amendment and restatement of the certificate of incorporation in connection with the Transaction, among other things, increases the authorized capacity available for such issuances. The powers, preferences and rights of the Strategic Alliance Preferred Stock and the Junior Liquidity Support Preferred Stock will be set out in the certificate of designations for each such series.

7. Governance

Immediately following the closing, Super League's board of directors will comprise up to nine directors, initially consisting of (i) five directors designated by the Company's group, (ii) three directors nominated by Super League and subject to the approval of the Company's group (such approval not to be unreasonably withheld, conditioned or delayed), and (iii) Super League's Chief Executive Officer. At least three directors will be independent directors qualified to serve on the audit committee. Three of the five directors to be designated by the Company's group are named below; the remaining two are expected to be designated prior to the closing. The Company's group also has the right to designate the chair of the board, and the chair at the closing is expected to be a director designated by the Company's group.

Thereafter, for so long as Metaplanet Holdings holds the Strategic Alliance Preferred Stock, Super League's board will comprise up to nine directors, with the number of directors determined from time to time by the board. The Company's group has the right to (i) designate up to five directors (the "Metaplanet Designated Directors"), (ii) nominate up to four additional director candidates, one of whom shall be Super League's Chief Executive

Officer (provided that, if that Chief Executive Officer ceases to serve as Super League's Chief Executive Officer or becomes unable to serve as a director, the Company's group may nominate a replacement candidate in its sole discretion), and (iii) designate the chair of the board; provided that, if the board comprises fewer than nine directors, the Metaplanet Designated Directors shall not at any time constitute less than a majority of the directors then in office. At least three directors will be independent directors qualified to serve on the audit committee. The Company's group will therefore hold a majority of Super League's board following the closing and control its management.

Following the closing of the Transaction, Super League is expected to constitute a "Controlled Company" under the Nasdaq listing rules. Its audit committee is expected to continue to comprise the three independent directors serving on the audit committee as of the date of this notice, so that the composition and continuity of the audit committee are unaffected by the Transaction. The Company also intends to operate with due regard for the protection of Super League's minority stockholders. Following the closing, Super League's minority stockholders will continue to benefit from the protections available under the Delaware General Corporation Law, the U.S. federal securities laws and the Nasdaq listing rules. Specifically, the audit committee, composed solely of independent directors, will exercise oversight of financial reporting, internal controls, related-party transactions and auditor independence, and disclosure of material related-party transactions, executive compensation, director independence and significant shareholdings will continue to be made under SEC rules. In addition, for material transactions involving a potential conflict of interest with the Company or its group, Super League intends, where appropriate, to establish a special committee composed of its independent directors to review and consider the appropriateness and fairness of the transaction. Super League's Chief Executive Officer, Chief Financial Officer and chief legal officer are each expected to continue in their existing roles. Through this framework, the Company, through Metaplanet Holdings, secures its strategic involvement in, and governance control of, Super League while maintaining a structure under which Super League continues to meet the corporate governance, disclosure and compliance obligations of a U.S.-listed company.

Directors Designated by the Company's Group

The directors the Company's group will designate at the closing are expected to be as follows, in each case subject to the closing occurring:

Simon Gerovich	Director. Representative Executive Officer and Chief Executive Officer of the Company and Chair of its Board of Directors; member of the Company's Nomination and Governance Committee.
Frederick Towfigh	Director. Director of the Company since March 2026 (member of its Compensation Committee). Previously an Operating Partner at SoftBank Investment Advisers (Tokyo), and before that 22 years at Goldman Sachs, including as Partner and President of Goldman Sachs (Singapore) Pte., leading Asia-Pacific equities and FICC-related businesses across Hong Kong, Tokyo and Singapore.
John H Whitehouse III	Independent director. Portfolio Manager, GEM Investments Ltd. (New York); previously approximately 15 years at Morgan Stanley in debt capital markets, preceded by four years as a U.S. Navy officer.
Two additional designees	Expected to be designated prior to the closing.

Continuing Super League Directors

Four of Super League's incumbent directors will continue in office following the closing:

Matt Edelman	Chief Executive Officer and President of Super League. Chief Executive Officer since 2025; led Super League's restructuring and raised over US$26 million within six months. Previously delivered over twentyfold revenue growth, multiple acquisitions and a Nasdaq initial public offering.
Bant Breen	Independent director; member of Super League's audit committee. Founder, Chairman and Chief Executive Officer of Qnary; previously senior leadership roles at the Interpublic Group and BB Dentsu. Advertising Hall of Achievement; M.A.
Marti Frucci	Independent director; member of Super League's audit committee. Founder and Managing Partner of Momentum Ventures; previously at Lazard, DLJ and Bankers Trust, with over 30 years in technology, media and telecommunications investment banking and more than US$20 billion of completed transactions. Columbia MBA.
Robert Kalutkiewicz	Independent director; member of Super League's audit committee. Senior Vice President, Corporate Development, Strategy & Strategic Investments at The E.W. Scripps Company; over 20 years of experience across media, investment banking and private equity, previously at Tribune Publishing Company, Wasserman Media Group, Sony Pictures Entertainment, RBC, The Walt Disney Company and J.P. Morgan. USC MBA.

Each of the group's designees has consented to serve. Their appointment takes effect at the closing. Committee composition other than the audit committee will be determined by Super League's board following the closing. Detailed biographical information for each director designated at the execution of the Subscription Agreement will be set out in Super League's proxy statement.

8. Schedule

Resolution of the Company's Board of Directors	August 18, 2026 (Tokyo time)
Execution of the Subscription Agreement	August 18, 2026 (U.S. Eastern time)
Filing of Super League's preliminary proxy statement	On or after August 18, 2026 (U.S. Eastern time)
Super League's meeting of stockholders	Fourth quarter (October–December) of 2026 (planned)
Closing (issuance of securities and in-kind settlement of BTC)	Fourth quarter (October–December) of 2026 (planned)

Note: Dates other than those already completed are current plans and may change depending on the relevant procedures, the determinations of the relevant authorities and other factors.

9. Future Outlook

The agreements relating to the Transaction other than the Subscription Agreement are expected to be executed at the closing of the Transaction. Consummation of the Transaction is subject to the satisfaction of the specified closing conditions, including the approval of Super League's stockholders and filings with the Secretary of State of the State of Delaware and the Nasdaq Stock Market. The Company expects the impact of the Transaction on its consolidated results to be limited. The Company regards the Transaction as an important strategic initiative that contributes to the enhancement of its corporate value over the medium to long term, and will promptly disclose any impact on its consolidated results as it becomes identifiable with the progress of the business.

Following the closing of the Transaction, the Company's group aims, through Super League, to raise capital in the U.S. capital markets in the forms most accretive to the BTC held per share of common stock in light of market conditions from time to time, and to use those proceeds to acquire and accumulate BTC. The BTC Super League acquires will be reflected in the Company's consolidated financial statements as a result of Super League becoming a consolidated subsidiary of the Company, and the Company accordingly aims to increase, on an effective interest basis, the BTC holdings attributable to each share of the Company's common stock. The Company intends to report progress under this strategy on a consolidated basis using BTC Yield, the metric by which it measures growth in BTC held per share. Super League also intends, following the closing, to publish its own metrics for BTC held per share of its common stock and to build a highly transparent disclosure framework, including a publicly available analytics dashboard, consistent with the Company's disclosure practice in Japan.

10. Important Notices

(1) Conditions to Consummation. Consummation of the Transaction is subject to the satisfaction of the specified closing conditions, including the approval of Super League's stockholders and filings with the Secretary of State of the State of Delaware and the Nasdaq Stock Market. Based on the parties' current analysis, no filing is required under the U.S. Hart-Scott-Rodino Antitrust Improvements Act, and the Transaction is not subject to a mandatory declaration to the Committee on Foreign Investment in the United States. The terms and schedule of the Transaction may nevertheless change, or the Transaction may not be consummated, depending on the progress of these procedures, the review or determinations of the relevant authorities and other circumstances.

(2) Forward-Looking Statements. This notice contains forward-looking statements regarding the Transaction, Super League's proposed bitcoin treasury business, and the Company group's business strategy, capital policy, financial strategy and future performance. These statements are based on information available to the Company as of the date of this notice, its judgments and certain assumptions, and do not guarantee future results. Actual results may differ materially due to economic conditions, fluctuations in the price of bitcoin, exchange rate fluctuations, capital markets trends, changes in the regulatory environment in the United States and Japan, the determinations of the relevant authorities, Super League's business and financial condition and other factors. Forward-looking statements speak only as of the date of this notice, and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law or the rules of a financial instruments exchange.

(3) No Offer or Solicitation. This notice is for informational purposes only and does not constitute an offer to sell, or the solicitation of an offer to buy, any securities of Super League, the Company or any other person, in the United States, Japan or any other jurisdiction, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any securities referred to in this notice have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. Any offering of securities by Super League would be made only by means of a registration statement and prospectus or pursuant to an applicable exemption

from registration.

(4) Additional Information and Where to Find It. In connection with the proposals to be submitted to its stockholders in respect of the Transaction, Super League intends to file a proxy statement on Schedule 14A with the U.S. Securities and Exchange Commission (the "SEC"). Stockholders of Super League are urged to read the proxy statement and any other relevant documents filed with the SEC, together with any amendments or supplements thereto, when they become available, because they will contain important information. Those documents will be available free of charge at the SEC's website at www.sec.gov.

(5) The references in this notice to the potential distribution in Japan of securities that Super League may issue in the future and to the potential involvement of Metaplanet Securities Inc. do not constitute an offer of, or a solicitation of an offer to acquire, any securities. If Metaplanet Securities Inc. handles securities issued by Super League in the future, investors may bear prescribed fees and expenses (including purchase or redemption fees and administrative and other charges determined for each security), and such securities will carry their own risks. Because the specific characteristics of any such securities are undetermined at this time, specific fees and risks cannot be indicated. If and when handling of such securities commences, investors should carefully review the pre-contract delivery documents and other customer materials.