Translation

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October 30, 2026

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Name of Representative: Kazuhiro Komiya, President

(Securities code: 9658; TSE Prime Market)

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Notice Concerning Execution of Agreement Relating to the Tender Offer for Shares of Equity-Method Affiliate (Global Security Experts Inc.), Expected Change in Equity-Method Affiliate, and Expected Recording of Gain on Sale of Shares of Investments accounted for using equity method

BUSINESS BRAIN SHOWA-OTA INC. (the "Company") hereby announces that, at the meeting of its Board of Directors held on October 30, 2026, it resolved to enter into an agreement (the "Transaction Agreement") with Accenture Japan Ltd ("Accenture") concerning, among other things, the Company not tendering any of the shares of common stock (the "GSX Shares") of Global Security Experts Inc. (securities code: 4417; "GSX") held by the Company in the tender offer for the GSX Shares to be conducted by Accenture (the "Tender Offer"), the implementation of squeeze-out procedures after the completion of the Tender Offer, and the transfer of all of the GSX Shares held by the Company to GSX through the acquisition of treasury shares to be conducted by GSX (the "Share Repurchase").

If the Tender Offer is completed and the series of transactions under the Transaction Agreement is implemented, the Company will transfer all of the GSX Shares it holds, and GSX is expected to cease to be an equity-method affiliate of the Company. In addition, if the Share Repurchase is implemented in the consolidated accounting period for the fiscal year ending March 2027, the Company expects to record Gain on Sale of Shares of Investments accounted for using equity method (17,054 million yen) for that period. The Company hereby announces the details as set forth below.

As the timing of the completion of the Tender Offer and the implementation of the series of transactions under the Transaction Agreement has not yet been determined, the Company has not revised its earnings forecasts. The Company plans to promptly revise its earnings forecasts once the impact on its business results becomes foreseeable.

For details of the Tender Offer and the series of transactions under the Transaction Agreement (collectively, the "Transactions"), please refer to the "Notice of Statement of Support for the Tender Offer by Accenture Japan Ltd. Regarding the Tender Offer for Our Shares, etc. and Recommendation to Apply" released today by GSX.

1. Reasons for and method of the Transactions

Under its medium-term target "Goal2030," the Company is working to optimize its business portfolio in order to establish its position as a "Back Office Supporter for Enterprises." In line with this policy, with respect to GSX, the Company has determined that, because the cybersecurity-related industry to which GSX belongs has characteristics different from those of the BBS Group's existing businesses and its business environment is changing rapidly, enhancing the independence of GSX's management and enabling more agile business operations will lead to an increase in GSX's corporate value and, in turn, an increase in the corporate value of the BBS Group. Based on this view, the Company has gradually reduced its shareholding ratio since the listing of GSX's shares, and currently holds approximately 40% of GSX's shares, with GSX being an equity-method affiliate of the Company. During this period, GSX has expanded its business foundation while enhancing its independence, and has achieved steady growth.

Meanwhile, from the perspective of enhancing the BBS Group's corporate value over the medium to long term, the Company has repeatedly considered how to handle the GSX Shares it holds.

As a result, having comprehensively considered the details and terms and conditions of the Tender Offer, the terms and conditions of the Share Repurchase scheduled to be conducted after the completion of the Tender Offer, and the policy for the use of the funds to be obtained through the Transactions, among other factors, the Company has determined that not tendering any of the GSX Shares it holds in the Tender Offer, and instead transferring all of them to GSX through the Share Repurchase to be conducted by GSX after the completion of the Tender Offer, will contribute to enhancing the Company's corporate value and shareholder value over the medium to long term.

In the Transactions, in light of the expectation that the provisions of the Corporation Tax Act excluding deemed dividends from gross revenue will apply to the Company with respect to the Share Repurchase, the share repurchase price for the Share Repurchase (the "Share Repurchase Price") has been set so that the amount calculated as the Company's after-tax proceeds if the Share Repurchase is conducted will be equivalent to the after-tax proceeds the Company would obtain if it were to tender its shares in the Tender Offer at the tender offer price for the Tender Offer (the "Tender Offer Price").

The Share Repurchase Price per GSX Share is 5,835 yen, and the Tender Offer Price is 8,500 yen.

2. Overview of Global Security Experts Inc.

(1)	Name	Global Security Experts Inc.
(2)	Location	1-16-1 Kaigan, Minato-ku, Tokyo
(3)	Title and name of representative	Shiro Aoyagi, President and CEO

(4)	Business description	GSX operates the following businesses: the Cybersecurity Business, which provides one-stop cybersecurity solutions for upper-mid-sized, medium-sized and small and medium-sized enterprises (SMEs); the Security Education Business, which offers cybersecurity training for employees of IT companies and system integrators (SIers); and the Security Human Resources Business, which supplies cybersecurity professionals to clients.
(5)	Capital stock	546 million yen (As of March 31, 2026)
(6)	Date of incorporation	August 1, 1984
(7)	Major shareholders and shareholding ratios, As of March 31, 2026 (Excluding treasury shares)	Business Brain Showa-Ota Inc. 39.56% KANEMATSU ELECTRONICS LTD. 20.26% BNY GCM CLIENT ACCOUNT JPRD AC ISG(FE-AC) 3.36% THE BANK OF NEW YORK 133652 2.54% Marubeni I-DIGIO Holdings Co.,Ltd. 2.13% Shiro Aoyagi 1.57% Shinichi Hara 1.51% The Master Trust Bank of Japan, Ltd.(Trust Account) 1.44% GOLDMAN SACHS INTERNATIONAL 1.04% THE BANK OF NEW YORK MELLON 140051 0.85%
(8)	Relationship with the Company	
	Capital relationship	The Company holds 6,006,000 shares of common stock of GSX.
	Personnel relationship	Not applicable.
	Business relationship	In addition to introducing and selling GSX's services to the Company's customers and jointly undertaking projects with GSX, the Company also utilizes GSX's cybersecurity training services internally.
	Related party status	GSX is an equity method affiliate of the Company.

3. Overview of the tender offeror

(1)	Name	Accenture Japan Ltd.
(2)	Location	1-8-1 Akasaka, Minato-ku, Tokyo
(3)	Title and name of representative	Dai Hamaoka, President and CEO
(4)	Business description	The Company provides services and solutions in seven business areas: Cybersecurity, Digital Core, Finance, Industry and Enterprise, Song, Supply Chain and Engineering, and Talent.
(5)	Capital stock	350 million yen
(6)	Date of incorporation	December 7,1995
(7)	Major shareholders and shareholding ratios	Accenture Holdings B.V.(100%)
(8)	Relationship with the Company	
	Capital relationship	Not applicable.
	Personnel relationship	Not applicable.
	Business relationship	Not applicable.
	Related party status	Not applicable.

4. Overview of shares to be transferred

Number of shares held before the transfer	6,006,000 shares
Number of shares to be transferred	6,006,000 shares
Number of shares held after the transfer	0 shares
Total expected transfer amount	35,045,010,000 yen (Note)

Note: The total scheduled transfer amount stated above is a reference amount calculated by multiplying the share repurchase price by the number of shares scheduled to be transferred. If the tender offer price is revised, the total consideration for the share repurchase is expected to be adjusted so that, in the event the Company tenders its shares in the tender offer, the Company's after-tax proceeds will be equivalent to those that would have been received from such tender. In addition, if any fractional GSX shares arise from the share consolidation with respect to the GSX shares held by the Company, the total consideration for the share repurchase is expected to be adjusted so that the aggregate amount of the Company's after-tax proceeds from the share repurchase consideration and the amount delivered to the Company upon the sale of such fractional shares will be equivalent to the after-tax proceeds that would have been received had the Company tendered all of its GSX shares in the tender offer.

5. Schedule of the Transactions

Date of execution of the Transaction Agreement	October 30, 2026
Tender Offer period	From November 2, 2026 to December 15, 2026 (scheduled)
Date of announcement of the Tender Offer results	December 16, 2026 (scheduled)
Date of the Share Repurchase by GSX	During March 2027 (scheduled)

6. Future outlook and policy for use of funds to be obtained through the Transactions

As described above, if the Tender Offer is completed and the Company transfers the GSX Shares in the consolidated accounting period for the fiscal year ending March 2027, the Company expects to record Gain on Sale of Shares of Investments accounted for using equity method of 17,054 million yen for that period. In addition, after taking into account the related tax effects, net income attributable to owners of parent on a consolidated basis is expected to increase by 22,255 million yen.

With respect to the Other income to be recognized, we intend to prioritize the use of such proceeds for growth investments aimed at achieving step-change growth, from the perspective of enhancing medium- to long-term corporate value.

Furthermore, in light of the progress of our growth investments, future capital requirements, and our financial position, we will also consider additional shareholder returns as one of the available capital allocation options.

Our shareholder return policy is principally based on dividend payments, with a target Dividend on Equity (DOE) ratio of 5%. In addition, should we determine to undertake further shareholder return measures, we will comprehensively evaluate a range of alternatives, including dividend increases, share repurchases, and

enhancements to shareholder benefit programs, and will adopt those measures deemed most conducive to enhancing both corporate value and shareholder value.

Specific details will be announced promptly once determined.