

To Whom It May Concern

Company: Metaplanet Inc.
Representative: Chief Executive Officer
Simon Gerovich
(TSE Standard 3350)
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Notice Regarding the Execution of a Share Transfer Agreement for the Acquisition of Shares of Siiibo Securities Co., Ltd. (Conversion into a Consolidated Subsidiary) and the Change of Corporate Name to Metaplanet Securities Inc.

Metaplanet Inc. (the “Company”) hereby announces that, pursuant to the authority delegated by the Board of Directors, the Executive Committee resolved to acquire all outstanding shares of Siiibo Securities Co., Ltd. (Head Office: Chuo-ku, Tokyo; Representative Director: Kazuki Komura; “Siiibo Securities”) and make Siiibo Securities a wholly owned subsidiary of the Company (the “Share Acquisition”). The Company further entered into a share transfer agreement (the “Agreement”) on the same date with certain shareholders of Siiibo Securities (collectively, the “Transferors”). Details are set forth below.

Following the closing of the Share Acquisition and completion of the required procedures, the Company intends to change the corporate name of Siiibo Securities to Metaplanet Securities Inc.

1. Background of the Share Acquisition

(1) “Project Nova” – The Company’s Medium- to Long-Term Strategy to Build a Bitcoin-Centric Ecosystem

The Company’s mission is to accumulate Bitcoin (“BTC”) as a long-term treasury reserve asset and deliver sustainable value to its shareholders and investors. Since 2024, the Company has been a pioneer among publicly listed Japanese companies in implementing a Bitcoin treasury strategy. As of May 31, 2026, the Company held 40,177 BTC, with a net asset value of JPY 457.6 billion, making it the third-largest corporate holder of Bitcoin globally and the largest in Japan.

The shift to a new, digitally based capital-markets infrastructure is accelerating in both Japanese and global markets. In Japan, foundational infrastructure centered on stablecoins and tokenized bonds continues to develop steadily, and the digitalization of financial and capital markets has become an irreversible trend. Against this backdrop, the Company has positioned Project Nova, its medium- to long-term strategy to build a Bitcoin-centric financial platform and ecosystem, as a core pillar of the Group's strategy.

The Share Acquisition represents the first major M&A transaction undertaken to bring Project Nova into reality. By adding a Type I Financial Instruments Business Operator to the Group, the Company is taking its first concrete step toward building a Bitcoin ecosystem. The Company intends to continue advancing strategic initiatives, through the execution of Project Nova, that complement and strengthen its Bitcoin treasury business.

※Project Nova

The Company’s medium- to long-term strategic initiative aimed at building a Bitcoin-centric financial platform and ecosystem. Through asset management, venture investing, and the development of financial infrastructure, Project Nova seeks to contribute to the growth of Japan’s digital asset & securities industry and enhance its international competitiveness. Going forward, the Company intends to promote investments in, and strategic partnerships with, businesses that form the foundation of Bitcoin adoption in Japan, including those engaged in digital asset custody, stablecoin payments, collateralized lending, and Bitcoin-related software and hardware solutions.

(2) Siiibo Securities' Business Strategy and Strategic Complementarity with the Company

Siiibo Securities operates under the mission of “creating free, transparent, and fair direct financing.” As a registered Type I Financial Instruments Business Operator, Siiibo Securities has operated an online platform centered on private placement corporate bonds, serving as a pioneering company in the development of Japan’s retail corporate bond market, which has attracted increasing attention amid rising interest rates. The company has one of the largest track records in the industry as an online platform for retail corporate bonds in Japan. In the emerging market commonly referred to as venture debt, Siiibo Securities has supported the issuance, underwriting, and solicitation of corporate bonds for more than 40 companies and over 100 bond issues. By creating new investment opportunities in corporate bond products for investors with a certain level of assets and financial literacy, Siiibo Securities has provided a new form of value by opening to individual investors, through an online platform, access to corporate bond investments that had traditionally been limited to institutional investors and high-net-worth individuals: simple investment opportunities to earn regular fixed-rate yen-denominated interest income from promising companies they wish to support. Siiibo Securities possesses both (i) licenses to structure and distribute financial products based on its Type I Financial Instruments Business registration and (ii) an existing customer base of individual and corporate investors. Accordingly, the company is highly complementary to Metaplanet in both of the key areas required to build the BTC ecosystem promoted by the Company: financial instruments business licensing and direct access to investors. Following Siiibo Securities becoming a wholly owned subsidiary of the Company, the Group will be able to develop and offer new income-oriented products, including BTC-linked bonds, that go beyond the traditional scope of the venture debt market by leveraging the Group’s Bitcoin assets, brand strength, and access to capital markets.

(3) Expected Business Synergies

The Company expects the following synergies to arise from Siiibo Securities joining the Group as a consolidated subsidiary:

- (i) Increased awareness and distribution of Siiibo Securities’ existing products across the Company’s shareholder base of approximately 250,000 shareholders.
- (ii) Support for Siiibo Securities’ growth investments through the Company’s access to capital markets as a publicly listed company, including potential capital injections and intercompany loan financing.
- (iii) Provision of BTC-related products and services to Siiibo Securities’ existing customer base. This may include BTC-linked financial products developed by the Group and distributed to investors through Siiibo Securities in its capacity as a Type I Financial Instruments Business Operator.
- (iv) Joint sourcing and underwriting of bond and digital securities issuers, primarily venture companies operating in the cryptocurrency and DeFi sectors, in collaboration with Metaplanet Ventures Inc.
- (v) Acceleration of the structuring and distribution of digitized financial products, including security tokens (STs), with product structuring led by the Group and distribution conducted by Siiibo Securities as a Type I Financial Instruments Business Operator.

The acquisition brings financial product structuring and securities distribution capabilities into the Group. Siiibo Securities, which will be renamed Metaplanet Securities following the closing, gives the Company a direct channel to develop and distribute Bitcoin-related financial products to investors, addressing rising demand for yield in Japan and establishing a general securities distribution business.

As part of Project Nova, the Company will also explore, on a phased basis, initiatives including the offering of private placement debt products leveraging the Group’s credit profile and Bitcoin treasury strategy, the development of products incorporating Bitcoin-related assets, and pilot programs for the structuring and distribution of digital financial products such as security tokens (“STs”). Through these initiatives, the Company aims to accelerate the development of a Bitcoin-centric ecosystem, expand the earnings base of its financial services business, and enhance long-term corporate value.

2. Comments from Both Companies

Simon Gerovich, Representative Executive Officer, President & CEO of Metaplanet

“The acquisition of Siiibo Securities is Metaplanet's first major M&A transaction and a significant step toward realizing Project Nova. We view Bitcoin not merely as a treasury reserve asset, but as the foundation of the next generation of financial ecosystems.

Siiibo Securities' Type I Financial Instruments Business registration, corporate bond platform, and established customer base give us the tools to make that vision real. We have deep respect for what Kazuki Komura and his team have built. As Metaplanet Securities, together we will create new investment opportunities for Japanese investors through BTC-linked financial products and services.

Our mission is to deliver new yield-generating opportunities through a Bitcoin-centric financial platform, and to build, from Japan, a financial ecosystem that unites Bitcoin with traditional finance.”

Kazuki Komura, Representative Director & CEO of Siiibo Securities

“Since its founding, Siiibo Securities has worked to support growth companies and expand investment opportunities through debt financing and corporate bond investing, helping to create a new credit market in Japan. We are excited to join forces with Metaplanet, a company seeking to unlock new possibilities in financial and capital markets from Japan to the world.

By combining the strengths of both companies in finance, technology, and community building, we believe we can create new forms of capital formation and investment experiences that have not previously been possible, while helping to build next-generation financial infrastructure originating from Japan.

Siiibo Securities will continue to pursue its mission of creating free, transparent, and fair direct financing. We remain committed to thinking beyond conventional frameworks and maximizing opportunities for both innovative companies and investors as we help shape the future of finance.”

3. Details of the Share Acquisition

(1) Basis for Determining the Acquisition Price

The acquisition price for the Share Acquisition (total consideration: JPY 2.1 billion) was determined based on information provided by Siiibo Securities and the results of the due diligence conducted by the Company (“DD”). In determining the acquisition price, the Company evaluated Siiibo Securities' recent financial condition, earnings performance, customer and issuer base, the value of its business platform as a Type I Financial Instruments Business Operator, and the business synergies expected to be realized with the Company Group. The Company also took into consideration valuation methodologies based on future business plans and earnings projections and determined the acquisition price through discussions and negotiations with the sellers.

Specifically, the acquisition price was determined after comprehensively considering the following factors:

- (i) The total costs and time-to-market benefits associated with obtaining a new Type I Financial Instruments Business registration, including regulatory application procedures, minimum capital and net capital requirements, establishment of compliance and internal control frameworks, recruitment of personnel, and consultations with relevant stakeholders;
- (ii) The economic value of expanding the range of financial products that the Group will be able to offer, as well as cross-selling opportunities arising from access to Siiibo Securities' existing customer base;
- (iii) Future revenue opportunities expected to be generated through the development of new products and the expansion of distribution channels in the digital securities sector, which the Company has identified as a strategic focus area over the medium to long term; and

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(iv) Cost savings and efficiencies in management resources resulting from the immediate internalization of business processes, compliance and risk management systems, technology infrastructure, and relationships with outsourced service providers and business partners.

In connection with the Share Acquisition, the Company engaged Anderson Mori & Tomotsune as its legal advisor and Deloitte Tohmatsu LLC as its financial and tax due diligence advisor and obtained professional advice from these independent third-party advisors.

(2) Overview of the Subsidiary to Be Acquired

(1)	Name	Siiibo Securities Co., Ltd.		
(2)	Address	FinGATE TERRACE 8F, Nihonbashi Kabutocho 8-1, Chuo-ku, Tokyo		
(3)	Title and Name of Representative	Representative Director Kazuki Komura		
(4)	Business Description	Financial instruments business (Type I Financial Instruments Business) Operation of a securities platform centered on corporate bonds		
(5)	Capital	1,627 million yen (as of end of December 2025)		
(6)	Date of Incorporation	January 2019		
(7)	Major Shareholders and Shareholding Ratios	Kazuki Komura	25.52%	
		DNX Venture Partners III, LP	10.00%	
		Aozora HYBRID3 Investment Business Limited Partnership General Partner: Aozora Corporate Investment Co., Ltd.	6.57%	
		Chiba Dojo Fund II Investment Business Limited Partnership General Partner: Chiba Dojo Co., Ltd.	5.81%	
		Shika Miyazaki	5.59%	
		15th Rock Fund 2 Investment Business Limited Partnership	3.50%	
		Angel Bridge Small-cap Fund 1 Co., Ltd.	3.04%	
		East Ventures Fund III Investment Business Limited Partnership	2.71%	
		DNX PARTNERS III, LP	2.70%	
		Yu Matsuzawa	2.46%	
(8)	Relationship with the Company	Capital relationship: None Personnel relationship: None Business relationship: None Status as related party: None		
(9)	Financial Results and Financial Position for the Most Recent Three Fiscal Years (JPY thousand)			
	Fiscal Year	FY ended December 2023	FY ended December 2024	FY ended December 2025
	Operating Revenue	90,672	89,310	156,417
	Ordinary Profit (Loss)	(158,489)	(153,831)	(141,659)
	Net Profit (Loss)	(159,439)	(162,117)	(175,357)

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Total Assets	530,183	606,232	1,074,791
Total Net Assets	455,336	490,718	587,249

(3) Overview of the Counterparties to the Agreement

The counterparties to the Agreement are shareholders of Siiibo Securities, including Kazuki Komura, who serves as Representative Director of Siiibo Securities and is also a holder of its common shares, DNX Venture Partners III, LP, Aozora HYBRID No.3 Investment Limited Partnership, and other existing shareholders of Siiibo Securities. None of the counterparties constitutes a related party of the Company.

The Company has elected not to disclose the individual details of the other Transferors, as the majority of them are unlisted entities and individual shareholders, disclosure is limited to the extent consent has been obtained, and consideration has been given to privacy and commercially sensitive information.

None of the Transferors has any capital relationship, personnel relationship, or business relationship with the Company or its related parties that is required to be disclosed.

(4) Number of Shares to Be Acquired, Acquisition Price, and Shareholding Before and After the Acquisition

(1)	Shares Held Before the Acquisition	0 shares (Number of Voting Rights: 0) (Voting Rights Ratio: 0%)
(2)	Number of Shares to Be Acquired	All issued shares of Siiibo Securities, including all common shares, Class A Preferred Shares, Class B Preferred Shares, and Class C Preferred Shares, as well as any common shares issued upon the exercise of existing stock options (share acquisition rights). Following the completion of the share transfer under the Agreement, the Company intends to proceed with the necessary procedures to make itself the sole shareholder of Siiibo Securities.
(3)	Acquisition Price	JPY 2.1 billion
(4)	Shares Held After the Acquisition	296,476 shares (expected) 100% of the shares issued (Voting Rights Ratio: 100%)
(5)	Form of Consideration	Cash (Separately from the consideration for the Share Acquisition, the Company is considering granting performance-based stock options to the officers and employees of Siiibo Securities following the closing. Should such grants be approved, the specific terms will be determined following a fair value assessment of the options and consultation with the Company's independent auditor, and will be announced separately.)

Note: Although the Company has entered into share transfer agreements with certain shareholders of Siiibo Securities as of today, the shareholders' agreement currently in effect among the existing shareholders of Siiibo Securities contains drag-along provisions. Pursuant to such provisions, shareholders who are not parties to the share transfer agreements are generally expected to transfer their shares to the Company on substantially the same economic terms. As a result, upon completion of the Share Acquisition, the Company expects to acquire all outstanding shares of Siiibo Securities and make Siiibo Securities a wholly owned subsidiary of the Company.

(5) Schedule

(1)	Date of Executive Committee Resolution	June 12, 2026
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(2)	Date of Execution of the Share Transfer Agreement	June 12, 2026
(3)	Closing Date of the Share Transfer under the Agreement	July 13, 2026 (expected)
(4)	Expected Completion Date of the Wholly Owned Subsidiary Conversion Process	Late August 2026 (expected)

4. Funding Sources for the Acquisition

The acquisition consideration for the Share Acquisition is expected to be funded primarily through the Company's cash on hand and borrowings. In addition, the Company may, as appropriate, make supplementary use of its Bitcoin-backed credit facilities, which have an aggregate borrowing capacity of up to US\$500 million.

5. Outlook and Planned Corporate Name Change to Metaplanet Securities Inc.

Following the closing of the Share Acquisition and completion of the required procedures, the Company intends to change the corporate name of Siiibo Securities to Metaplanet Securities Inc. and appoint two directors from the Company to its board.

In addition, the Company intends to change the corporate name of Siiibo Securities to Metaplanet Securities Inc., subject to the approval of the necessary amendments to the Articles of Incorporation at a shareholders' meeting of Siiibo Securities to be held following the closing.

The Company currently expects the impact of the Share Acquisition on its consolidated financial results for the fiscal year ending December 31, 2026 to be immaterial. Should any matters requiring disclosure arise in the future, the Company will make further announcements promptly. The Company remains confident that the Share Acquisition will contribute to the enhancement of its medium- to long-term corporate value.