



November 26, 2025

Dear Everyone

Company name: BrainPad Inc.
Representative: Tomohiro Sekiguchi, Representative Director, President and CEO
(Securities code: 3655, Listing: The Prime Market of the Tokyo Stock Exchange)
Inquiries: Natsuki Shinki, Senior Executive Officer and CFO (Telephone: +81-3-6721-7701)

Notice Regarding Establishment of Record Date for the Convocation of an Extraordinary Shareholders' Meeting

The Company hereby announces, as set forth below, that at the meeting of the Board of Directors held today, the Company resolved to establish a record date necessary for the convocation of an extraordinary shareholders' meeting expected to be held in late February 2026 (the "Extraordinary Shareholders' Meeting").

Note

1. Record Date for the Extraordinary Shareholders' Meeting

In preparation for the case where the Company holds the Extraordinary Shareholders' Meeting, the Company will establish Wednesday, December 31, 2025 as the record date for determining the shareholders entitled to exercise voting rights at the Extraordinary Shareholders' Meeting, and shareholders listed or recorded in the final shareholder registry on the Record Date shall be the shareholders entitled to exercise voting rights at the Extraordinary Shareholders' Meeting.

- (1) Record Date : Wednesday, December 31, 2025
- (2) Public Notice Date : Thursday, December 11, 2025
- (3) Method of Public Notice : Electronic public notice (to be posted on the Company's website)
<https://www.brainpad.co.jp/ir/>

2. Schedule and Proposals for the Extraordinary Shareholders' Meeting

As announced in the "Notice Regarding the Opinion in Support of the Tender Offer for the Shares of the Company by Fujitsu Limited, Recommendation to Tender the Shares, and Execution of the Business Integration Agreement" disclosed by the Company on October 30, 2025, if the tender offer (the "Tender Offer") for the common shares of the Company (the "Company Shares") by the "Tender Offeror" is successfully completed, but the Tender Offeror fails to acquire all of the Company Shares (excluding Company's shares of treasury stock; the same shall apply hereinafter), the Tender Offeror plans to carry out a series of procedures after the successful completion of the Tender Offer to make the Tender Offeror the only shareholder of the Company and make the Company a wholly-owned subsidiary of the Tender Offeror, using the following methods.

Specifically, ① If, as a result of the successful completion of the Tender Offer, the total number of voting rights in the Company held by the Tender Offeror becomes 90% or more of the voting rights of all shareholders of the Company, and the Tender Offeror becomes a special controlling shareholder as prescribed in the Companies Act (Act No. 86 of 2005; as amended; the "Companies Act") Article 179, Paragraph 1 of the Companies Act, then promptly after the completion of the settlement of the Tender Offer, the Tender Offeror intends to make a demand to all of the shareholders of the Company (excluding the Tender Offeror and the Company) to sell all of the

Company Shares they hold (the “Demand for Share Cash-Out”) under the provisions of Part II, Chapter II, Section 4-2 of the Companies Act. On the other hand, ②If, after the successful completion of the Tender Offer, the total number of voting rights in the Company held by the Tender Offeror is less than 90% of the voting rights of all shareholders of the Company, pursuant to Article 180 of the Companies Act, the Tender Offeror will request the Company to hold the Extraordinary Shareholders’ Meeting promptly after the completion of the settlement of the Tender Offer at which proposals will be made (i) to conduct a consolidation of the Company Shares (the “Share Consolidation”) and (ii) to make a partial amendment to the Company’s Articles of Incorporation that would abolish the share unit number provisions on the condition that the Share Consolidation becomes effective. The Tender Offeror intends to approve each of the abovementioned proposals at the Extraordinary Shareholders’ Meeting. As of today, the Extraordinary Shareholders’ Meeting is planned to be held in late February 2026.

The Company has decided to establish in advance the record date necessary for the convocation of the Extraordinary Shareholders’ Meeting in preparation for the case where the convocation of the Extraordinary Shareholders’ Meeting is required. The date, time, location, and details of the proposals to be submitted at the Extraordinary Shareholders’ Meeting will be announced again as soon as they are determined.

Notwithstanding the foregoing, (i) if the Tender Offer is not completed, (ii) if the Tender Offer is completed and the Tender Offeror acquires all of the Company Shares through the Tender Offer, or (iii) if, as a result of the completion of the Tender Offer, the total number of voting rights in the Company held by the Tender Offeror becomes 90% or more of the voting rights of all shareholders of the Company and the Tender Offeror makes the Demand for Share Cash-Out, the Company does not plan to hold the Extraordinary Shareholders’ Meeting or use the Record Date established for the Extraordinary Shareholders’ Meeting.

End.