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Securities code: 3676

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To our shareholders

3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo  
DIGITAL HEARTS HOLDINGS Co., Ltd.  
Representative Director and President Toshiya Tsukushi

## Notice of the 13th Ordinary General Meeting of Shareholders

We would like to express our sincere thanks for your continued support.

This is to notify you that our 13th Ordinary General Meeting of Shareholders will be held as follows.

When convening this general meeting of shareholder, we take measures to electronically provide information (matters to be electronically provided) as a reference document for the general meeting of shareholder and such information is posted to our website as the Notice of the 13th Ordinary General Meeting of Shareholders on our website. Therefore, we ask that you access and confirm the following website.

Our website <https://www.digitalhearts-hd.com/ir/library/meeting/>



In addition to the above website, the information is also available on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (Listed Company Search) below, enter “DIGITAL HEARTS HOLDINGS” in the “Issue name (company name)” field or the securities code “3676” in the “Code” field, search, and then select “Basic information” and “Documents for public inspection/PR information” in sequence. Please refer to the “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]” section.

Tokyo Stock Exchange website (TSE-listed company information service)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



As you are entitled to exercise your voting rights by any of the following methods. We respectfully ask that you review our reference materials for our general meeting of shareholders and take steps to exercise your voting rights.

[If you wish to exercise your voting rights in writing]

Indicate whether you are for or against the Proposals set forth in the enclosed voting rights exercise form and return this form to us so that we receive it by no later than 6:30 p.m. on June 24, 2026 (Wednesday).

[If you wish to exercise your voting rights online]

Indicate whether you are for or against the Proposals by no later than 6:30 p.m. on June 24, 2026 (Wednesday), in accordance with the on-screen instructions provided by our website for accessing the <https://vote.tr.mufg.jp/>) for exercising voting rights. When exercising voting rights online, you are asked to read the instructions for exercising voting rights online on page 4.

Kindest regards

### Notes

1. Date and time June 25, 2026 (Thursday), 3:00 p.m.
2. Location 3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo  
Conference Room 1b, 7F, Tokyo Opera City Tower
3. Agenda of the Meeting
  1. To report the contents of the business report for the 13th fiscal year (April 1, 2025 to March 31, 2026), the contents of the consolidated financial statements, and the results of the audit of the consolidated financial statements as conducted by the Accounting Auditor and our Audit & Supervisory Board.
  2. To report on the contents of the financial statements for the 13th fiscal year (April 1, 2025 to March 31, 2026).

Matters for approval

- Proposal 1 Partial amendments to the Articles of Incorporation
- Proposal 2 Election of five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members)
- Proposal 3 Election of three (3) Directors serving as Audit and Supervisory Committee Members
- Proposal 4 Election of one (1) Substitute Director serving as Audit and Supervisory Committee Members
- Proposal 5 Determination of remuneration for Directors (excluding Directors serving as Audit and Supervisory Committee Members)
- Proposal 6 Determination of remuneration for Directors serving as Audit and Supervisory Committee Members
- Proposal 7 Determination of remuneration for the grant of restricted stock to Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members)




- ◎ When attending this meeting on the day in question, please submit the enclosed voting rights exercise form to the reception desk at the venue.
- ◎ Among matters concerning measures for the provision of electronics, the following matters are not indicated in the documents to be issued to shareholder who have received requests for the issuance of documents in accordance with relevant laws and regulations or Article of Incorporation provisions. The Audit & Supervisory Board Member and our Accounting Auditor have audited the documents subject to the audit, including the following matters:
  - Consolidated financial statements: "Consolidated Statement of Changes in shareholder' Equity" and "Notes to the Consolidated Financial Statements"
  - Non-consolidated financial statements: "Statement of Changes in shareholder' Equity" and "Notes to the Financial Statements"Regardless of whether or not a request for the issuance of a document is made for this general meeting of shareholder, a document that mentions any matters concerning measures to provide electronically that exclude the above matters shall be sent to the shareholder in a uniform manner.
- ◎ If any amendment is made to matters concerning measures to provide electronics, a statement to that effect, before and after the amendment, shall be posted to each of the websites listed above.
- ◎ The Notice of Resolutions and shareholder Newsletters concerning this general meeting of shareholder will be posted to our website (<https://www.digitalhearts-hd.com/>) in lieu of being physically mailed.
- ◎ No gift will be provided to attending shareholder. We ask for your understanding on this point.



## Guide to exercising your voting rights

The right to vote at a general meeting of shareholders is an important right belonging to shareholders. We ask that you study the reference documents for our general meeting of shareholder and exercise your voting rights accordingly.

There are three ways to exercise voting rights as outlined below:

 <p><b>If you are attending the General Meeting of Shareholders</b></p> <p>Submit the enclosed voting rights exercise form to the reception desk at the venue.</p> <p style="text-align: center;">Date and time</p> <hr/> <p style="text-align: center;">June 25, 2026 (Thursday) 3:00 p.m.</p>	 <p><b>If you exercise your voting rights in writing (by postal mail)</b></p> <p>Indicate whether you are for or against the Proposals set forth in the enclosed voting rights exercise form and mail this form to us without affixing a stamp to the envelope.</p> <p style="text-align: center;">Deadline for exercising your voting rights</p> <hr/> <p style="text-align: center;">June 24, 2026 (Wednesday) Should be received by 6:30 p.m.</p>	 <p><b>If you exercise your voting rights via the Internet</b></p> <p>Indicate whether you are for or against the Proposals by following the instructions set forth on the following page.</p> <p style="text-align: center;">Deadline for exercising your voting rights</p> <hr/> <p style="text-align: center;">June 24, 2026 (Wednesday) Should be entered and submitted by 6:30 p.m.</p>
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## Guide to filling out the voting rights exercise form

The form includes fields for:
 

- 議決権行使書 (Title)
- 御中 (Address)
- 株主総会日 (Meeting Date)
- 議決権の数 (Number of Shares)
- 基票日現在のご所有株式数 (Current Shareholding)
- 議決権の数 (Number of Shares)
- Proposals (1, 2)
- ログイン用QRコード (QR Code for Login)
- 見本 (Sample) with fields for ログインID (Login ID), 株主コード (Shareholder Code), and 印字番号 (Print Number)

<p>Proposal 2 &amp; 3</p>	<p>In case you approve all the candidates → Please circle the "approval" "賛" colmn</p> <p>In case you disapprove all the candidates → Please circle the "disapproval" "否" colmn</p> <p>In case you disapprove certain candidates → Please circle the "approval" "賛" colmn and fill in the candidate number(s) of the candidate(s) you disapprove</p>
<p>Proposal 1,4,5,6 &amp; 7</p>	<p>In case you approve → Please circle the "approval" "賛" colmn</p> <p>In case you disapprove → Please circle the "disapproval" "否" colmn</p>

- If you exercise your voting rights both in writing (postal mail) and online via the Internet, the exercise of your voting rights online via the Internet will be treated as the only valid exercising of your voting rights. In addition, if you exercise your voting rights multiple times online via the Internet, the most recent exercising of your voting rights online via the Internet will be treated as the only valid exercising of your voting rights.
- If no indication is made of whether you are for or against each Proposal in the voting rights exercise form returned, the statement is treated as having expressed an intent to vote in favor.

## Guidance Notes on the Exercise of Voting Rights through the Internet

The exercise of voting rights through the Internet is allowed through either of the following two methods:

- (1) Reading the QR code
- (2) Entering the Code for Exercise of Voting Rights and password.

### **(1) Reading the QR code**

Step 1: Read the QR code on the lower right-hand side of the Form for Exercise of Voting Rights with your smartphone.

You are able to log-in to the website for exercising voting rights without entering the Code for Exercise of Voting Rights and password.

\*Note: "QR code" is a registered trademark of DENSO WAVE INCORPORATED.

Step 2: Please continue by following the directions on the screen and enter your approval or disapproval of each resolution.

### **(2) Entering the Code for Exercise of Voting Rights and password**

Step 1: Access to the website for exercising voting rights

Website URL for exercise of voting rights: <https://evote.tr.mufg.jp/>

Step 2: Enter "Code for Exercise of Voting Rights" indicated on the Form for Exercise of Voting Rights and click "Login." When accessing for the first time, it will move on to the password change screen.

Step 3: Enter the initial password indicated on the Form for Exercise of Voting Rights and set up a new password for actual use.

Step 4: Please continue by following the directions on the screen and enter your approval or disapproval of each resolution.

By exercising your voting rights online via the Internet  
For operating the computer and smartphone  
Contact us at the contact information presented to the right  
if you have any questions.

Help Desk, Securities Agency Division, Mitsubishi UFJ Trust and  
Banking Corporation  
0120-173-027  
(Toll-free / Hours of operation: 9:00 a.m. to 9:00 p.m.)

Institutional investors can use the Electronic Voting Rights Exercise Platform for Institutional Investors administered by ICJ, Inc.

## Reference Materials for the General Meeting of Shareholders

### Proposals and reference matters

#### Proposal 1: Partial amendments to the Articles of Incorporation

##### 1. Reasons for the proposal

- (1) In order to further strengthen the Board of Directors' Audit and Supervisory functions and further enhance governance, and to increase the fairness, transparency, and efficiency of management through swift decision-making and business execution by delegating authority from the Board of Directors to directors, the Company proposes to transition to a Company with an Audit and Supervisory Committee, and accordingly make necessary amendments, including establishing provisions regarding the Audit and Supervisory Committee and Audit and Supervisory Committee Members, and deleting provisions regarding Corporate Auditors and the Board of Corporate Auditors.
- (2) In order to secure suitable persons to serve as Directors who are not Executive Directors, etc., and to enable such Directors to fully perform the roles expected of them, the Company proposes to change the directors who are subject to limited liability agreements to Directors who are not Executive Directors, etc. The consent of each Corporate Auditor has been obtained with respect to these amendments to the Articles of Incorporation.
- (3) With the aim of business growth, creation of new businesses, and enhancement of corporate value, the Company proposes to add investment-related activities to its business purposes in order to establish a framework for making capital contributions and investments in external companies and thereby create business synergies through such contributions and investments and secure mid- to long-term investment returns.

##### 2. Details of the amendments

The details of the amendments to the Articles of Incorporation are as follows.

The amendments to the Articles of Incorporation under this proposal shall take effect upon the conclusion of this General Meeting of Shareholders.

(Amendments appear as underlined text)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 (Text omitted) (Purpose)	Article 1 (Unchanged) (Purpose)
Article 2 The purpose of the Company is to control and manage the business activities of companies engaged in the following businesses and foreign companies engaged in businesses equivalent thereto by holding shares or equity interests in such companies.	Article 2 The purposes of the Company are to control and manage the business activities of companies engaged in the following businesses and foreign companies engaged in businesses equivalent thereto by holding shares or equity interests in such companies, <u>and to engage in the following businesses:</u>
1 to 12 (Text omitted) (Newly established)	1 to 12 (Unchanged)
<u>13.</u> General commercial business	<u>13.</u> <u>Contributions and investments in other companies, and management thereof, for the purpose of creating new businesses, growing existing businesses, and enhancing corporate value over the medium to long term</u>
<u>14.</u> All businesses incidental to the foregoing items	<u>14.</u> General commercial business
	<u>15.</u> All businesses incidental to the foregoing items
Articles 3 to 4 (Text omitted)	Articles 3 to 4 (Unchanged)
Chapter 2 Shares	Chapter 2 Shares
Articles 5 to 7 (Text omitted)	Articles 5 to 7 (Unchanged)
(Administrator of Shareholder Registry)	(Administrator of Shareholder Registry)
Article 8 (Text omitted)	Article 8 (Unchanged)
2. The Administrator of Shareholder Registry and the place of its business office <u>shall be designated by resolution of the Board of Directors</u> and shall be publicly announced.	2. The Administrator of Shareholder Registry and the place of its business office shall be determined by the Board of Directors <u>or by a Director delegated by resolution of the Board of Directors, and</u> shall be publicly announced.

Current Articles of Incorporation	Proposed Amendments
Articles 9 to 10 (Text omitted)	Articles 9 to 10 (Unchanged)
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
Articles 11 to 16 (Text omitted)	Articles 11 to 16 (Unchanged)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
Article 17 (Text omitted)	Article 17 (Unchanged)
(Number of Directors)	(Number of Directors)
Article 18 (Text omitted)	Article 18 (Unchanged)
(Newly established)	<u>2. Of the Directors set forth in the preceding paragraph, the number of Directors who are Audit &amp; Supervisory Committee Members shall be no more than five (5).</u>
(Election and Dismissal of Directors)	(Election and Dismissal of Directors)
Article 19 Directors shall be elected at a General Meeting of Shareholders.	Article 19 Directors shall be elected at a General Meeting of Shareholders, <u>separately distinguishing Directors who are Audit &amp; Supervisory Committee Members from other Directors.</u>
2. (Text omitted)	2. (Unchanged)
3. (Text omitted)	3. (Unchanged)
4. (Text omitted)	4. (Unchanged)
(Newly established)	<u>5. The effect of the prior election of a substitute Director who is an Audit &amp; Supervisory Committee Member shall continue until the commencement of the Ordinary General Meeting of Shareholders for the last business year ending within two (2) years from the time of such election.</u>
(Directors' Terms of Office)	(Directors' Terms of Office)
Article 20 Directors' terms of office shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within one (1) year from the time of their election.	Article 20 The term of office of Directors <u>(excluding those who are Audit &amp; Supervisory Committee Members)</u> shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within one (1) year from the time of their election.
(Newly established)	<u>2. The term of office of Directors who are Audit &amp; Supervisory Committee Members shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within two (2) years from the time of their election.</u>
2. The term of office of a Director elected pursuant to an increase in the number of Directors or elected to fill a vacancy shall be conterminous with the remaining term of office of the other Directors presently in office.	<u>3. The term of office of a Director (excluding one who is an Audit and Supervisory Committee Member) elected pursuant to an increase in the number of Directors or elected to fill a vacancy shall be conterminous with the remaining term of office of the other Directors presently in office (excluding those who are Audit &amp; Supervisory Committee Members).</u>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	
(Representative Directors and Officers with Titles)	(Representative Directors and Officers with Titles)
Article 21 Representative Directors shall be appointed by resolution of the Board of Directors.	Article 21 Representative Directors shall be appointed <u>from among the Directors (excluding those who are Audit &amp; Supervisory Committee Members)</u> by resolution of the Board of Directors.
2. (Text omitted)	2. (Unchanged)
3. The Board of Directors may, by resolution thereof, appoint one (1) President from among the Directors or executive officers, and may also, if necessary, appoint one (1) Chairman and several Vice Presidents, Senior Managing Directors, and Managing Directors.	3. The Board of Directors may, by resolution thereof, appoint one (1) President from among the Directors <u>(excluding those who are Audit &amp; Supervisory Committee Members)</u> or executive officers, and may also, if necessary, appoint one (1) Chairman and several Vice Presidents, Senior Managing Directors, and Managing Directors.
Article 22 (Text omitted)	Article 22 (Unchanged)
(Notice of Calling of Board of Directors Meetings)	(Notice of Calling of Board of Directors Meetings)
Article 23 Notice of calling a meeting of the Board of Directors shall be sent to each Director <u>and each Audit &amp; Supervisory Board Member</u> at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened.	Article 23 Notice of calling a meeting of the Board of Directors shall be sent to each Director at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened.
2. A Board of Directors meeting may be held without the procedures of calling if the consent of all Directors <u>and all Audit &amp; Supervisory Board Members</u> is obtained.	2. A Board of Directors meeting may be held without the procedures of calling if the consent of all Directors is obtained.
Article 24 (Text omitted)	Article 24 (Unchanged)
(Omission of Resolution of Board of Directors Meeting)	(Omission of Resolution of Board of Directors Meeting)
Article 25 In cases in which all Directors of the Company unanimously consent to matters requiring resolution at a meeting of the Board of Directors in writing or through electromagnetic records, the Company shall deem that a resolution to approve such matters has been adopted at the meeting of the Board of Directors. <u>Provided, however, that this shall not apply if a Audit &amp; Supervisory Board Member states an objection.</u>	Article 25 In cases in which all Directors of the Company unanimously consent to matters requiring resolution at a meeting of the Board of Directors in writing or through electromagnetic records, the Company shall deem that a resolution to approve such matters has been adopted at the meeting of the Board of Directors.

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p> <p>(Minutes of Board of Directors Meetings)  Article <u>26</u> The outline of the proceedings and the results thereof at a meeting of the Board of Directors, and other matters prescribed by applicable laws and regulations, shall be stated or recorded in the minutes, and the Directors <u>and Audit &amp; Supervisory Board Members</u> who attended shall sign and affix their seals thereon or provide their electronic signatures.</p> <p>Article <u>27</u> (Text omitted)</p> <p>(Directors' Compensation, etc.)  Article <u>28</u> Directors' compensation, bonuses, and other pecuniary benefits received from the Company as consideration for the performance of their duties (hereinafter collectively referred to as ""Compensation, etc."" ) shall be determined by resolution of a General Meeting of Shareholders.</p> <p>(Exemption from Directors' Liability)  Article <u>29</u> (Text omitted)  2. The Company may enter into an agreement <u>with outside Directors to limit their liability for damages under Article 423(1) of the Companies Act, if the requirements prescribed by applicable laws and regulations are satisfied.</u> Provided, however, that the maximum amount of liability for damages under such agreement shall be the minimum liability limit prescribed by applicable laws and regulations.</p> <p>Chapter 5 <u>Audit &amp; Supervisory Board Members and Board of Corporate Auditors</u></p> <p>(Establishment of <u>Audit &amp; Supervisory Board Members and Board of Corporate Auditors</u>)  Article <u>30</u> The Company shall have <u>Audit &amp; Supervisory Board Members and a Board of Corporate Auditors.</u></p>	<p><u>(Delegation of Decisions on Important Operations)</u>  Article <u>26</u> Pursuant to Article 399-13(6) of the Companies Act, <u>the Company may, by resolution of the Board of Directors, delegate to Directors all or part of the decisions on important operations (excluding the matters listed in the items of paragraph (5) of said Article).</u></p> <p>(Minutes of Board of Directors Meetings)  Article <u>27</u> The outline of the proceedings and the results thereof at a meeting of the Board of Directors, and other matters prescribed by applicable laws and regulations, shall be stated or recorded in the minutes, and the Directors who attended shall sign and affix their seals thereon or provide their electronic signatures.</p> <p>Article <u>28</u> (Unchanged)</p> <p>(Directors' Compensation, etc.)  Article <u>29</u> Directors' compensation, bonuses, and other pecuniary benefits received from the Company as consideration for the performance of their duties (hereinafter collectively referred to as ""Compensation, etc."" ) shall be determined by resolution of a General Meeting of Shareholders, <u>separately distinguishing Directors who are Audit &amp; Supervisory Committee Members from other Directors.</u></p> <p>(Exemption from Directors' Liability)  Article <u>30</u> (Unchanged)  2. Pursuant to <u>Article 427(1) of the Companies Act, the Company may enter into an agreement with Directors (excluding Directors, etc. who execute business)</u> to limit their liability for damages under Article 423(1) of the Companies Act. Provided, however, that the maximum amount of liability for damages under such agreement shall be the minimum liability limit prescribed by applicable laws and regulations.</p> <p>Chapter 5 <u>Audit and Supervisory Committee</u></p> <p>(Establishment of <u>Audit and Supervisory Committee</u>)  Article <u>31</u> The Company shall have <u>an Audit and Supervisory Committee.</u></p>

Current Articles of Incorporation	Proposed Amendments
<u>(Number of Audit &amp; Supervisory Board Members)</u>	
<u>Article 31</u> The Company shall have no more than five (5) Audit & Supervisory Board Members.	(Deleted)
<u>(Election of Audit &amp; Supervisory Board Members)</u>	
<u>Article 32</u> Audit & Supervisory Board Members shall be elected by resolution of a General Meeting of Shareholders.	(Deleted)
2. The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of votes where shareholders holding one-third (1/3) or more of the voting rights of shareholders who can exercise voting rights are in attendance.	
<u>(Audit &amp; Supervisory Board Members' Terms of Office)</u>	
<u>Article 33</u> Audit & Supervisory Board Members' terms of office shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within four (4) years from the time of their election.	(Deleted)
2. The term of office of a Audit & Supervisory Board Member elected to fill a vacancy shall continue until the time the term of office of the retired Audit & Supervisory Board Member expires.	
<u>(Standing Audit &amp; Supervisory Board Members)</u>	<u>(Standing Audit &amp; Supervisory Committee Member)</u>
<u>Article 34</u> The Board of Corporate Auditors shall, by resolution thereof, appoint standing Audit & Supervisory Board Members from among the Audit & Supervisory Board Members.	<u>Article 32</u> The Audit and Supervisory Committee may, by resolution thereof, appoint a standing Audit & Supervisory Committee Member from among the Audit & Supervisory Committee Members.
<u>(Notice of Calling of Board of Corporate Auditors Meetings)</u>	<u>(Notice of Calling of Audit and Supervisory Committee Meetings)</u>
<u>Article 35</u> Notice of calling a meeting of the Board of Corporate Auditors shall be sent to each Audit & Supervisory Board Member at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened.	<u>Article 33</u> Notice of calling a meeting of the Audit and Supervisory Committee shall be sent to each Audit & Supervisory Committee Member at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened.
2. A Board of Corporate Auditors meeting may be held without the procedures of calling if the consent of all Audit & Supervisory Board Members is obtained.	2. An Audit and Supervisory Committee meeting may be held without the procedures of calling if the consent of all Audit & Supervisory Committee Members is obtained.
<u>(Resolution of Board of Corporate Auditors Meetings)</u>	<u>(Method of Resolution of Audit and Supervisory Committee Meetings)</u>
<u>Article 36</u> Resolutions of the Board of Corporate Auditors shall, unless otherwise provided by applicable laws and regulations, be adopted by a majority of the Audit & Supervisory Board Members.	<u>Article 34</u> Resolutions of the Audit and Supervisory Committee shall be adopted when a majority of the Audit & Supervisory Committee Members are present, by a majority of the Audit & Supervisory Committee Members present.

Current Articles of Incorporation	Proposed Amendments
<p>(Minutes of the <u>Board of Corporate Auditors</u>)</p> <p>Article <u>37</u> A summary of the proceedings of the <u>Board of Corporate Auditors</u> and the results thereof, as well as any other matters prescribed by laws and regulations, shall be stated or recorded in the minutes, and the <u>Audit &amp; Supervisory Board Members</u> in attendance shall sign and affix their seals thereto or affix their electronic signatures thereto.</p>	<p>(Minutes of the <u>Audit and Supervisory Committee</u>)</p> <p>Article <u>35</u> A summary of the proceedings of the <u>Audit and Supervisory Committee</u> and the results thereof, as well as any other matters prescribed by laws and regulations, shall be stated or recorded in the minutes, and the members of the <u>Audit and Supervisory Committee</u> in attendance shall sign and affix their seals thereto or affix their electronic signatures thereto.</p>
<p>(Rules of the <u>Board of Corporate Auditors</u>)</p> <p>Article <u>38</u> Matters concerning the <u>Board of Corporate Auditors</u> shall be governed by the Rules of the <u>Board of Corporate Auditors</u> as prescribed by the <u>Board of Corporate Auditors</u>, in addition to what is provided in laws and regulations and the Articles of Incorporation.</p>	<p>(Rules of the <u>Audit and Supervisory Committee</u>)</p> <p>Article <u>36</u> Matters concerning the <u>Audit and Supervisory Committee</u> shall be governed by the Rules of the <u>Audit and Supervisory Committee</u> as prescribed by the <u>Audit and Supervisory Committee</u>, in addition to what is provided in laws and regulations and the Articles of Incorporation.</p>
<p>(Remunerations for Audit &amp; Supervisory Board Members)</p> <p>Article <u>39</u> <u>The Remunerations for Audit &amp; Supervisory Board Members shall be fixed by resolution of a General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p>(Limitation of Liabilities of Audit &amp; Supervisory Board Members)</p> <p>Article <u>40</u> <u>The Company may, by resolution of the Board of Directors, where the requirements prescribed by laws and regulations are satisfied with respect to the liability for damages under Article 423, paragraph (1) of the Companies Act of a Audit &amp; Supervisory Board Member (including a person who was a Audit &amp; Supervisory Board Member), exempt such person from such liability up to the amount obtained by deducting the minimum liability limit prescribed by laws and regulations from the amount of such liability.</u></p> <p>2. <u>The Company may, where the requirements prescribed by laws and regulations are satisfied with respect to the liability for damages under Article 423, paragraph (1) of the Companies Act, enter into an agreement with an Outside Audit &amp; Supervisory Board Member to limit such liability. Provided, however, that the maximum amount of liability for damages under such agreement shall be the minimum liability limit prescribed by applicable laws and regulations.</u></p>	<p>(Deleted)</p>
<p>Chapter 6 Accounting Auditors</p> <p>Articles <u>41</u> to <u>43</u> (Text omitted)</p>	<p>Chapter 6 Accounting Auditors</p> <p>Articles <u>37</u> to <u>39</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
(Remunerations for Accounting Auditors) Article <u>44</u> The remuneration, etc. of the Company's Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Board of Corporate Auditors</u> .	(Remunerations for Accounting Auditors) Article <u>40</u> The remuneration, etc. of the Company's Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Audit and Supervisory Committee</u> .
Article <u>45</u> (Text omitted)  Chapter 7 Accounting	Article <u>41</u> (Unchanged)  Chapter 7 Accounting
Articles <u>46</u> to <u>49</u> (Text omitted)  (Newly established)	Articles <u>42</u> to <u>45</u> (Unchanged)  <u>Supplementary Provisions</u>
	<u>(Transitional Measures Regarding Limitation of Liabilities of Audit &amp; Supervisory Board Members)</u> <u>With respect to the exemption, by resolution of the Board of Directors, from liability for damages under Article 423, paragraph (1) of the Companies Act arising from acts of a Audit &amp; Supervisory Board Member (including a person who was a Audit &amp; Supervisory Board Member) committed before the conclusion of the 13th Ordinary General Meeting of Shareholders to be held in June 2026, the provisions of Article 40, paragraph (1) of the Articles of Incorporation prior to the amendment by resolution of such Ordinary General Meeting of Shareholders shall apply.</u>

Proposal 2: Election of five (5) Directors

(excluding Directors serving as Audit and Supervisory Committee Members)

If Proposal 1, “Partial amendments to the Articles of Incorporation,” is approved and adopted as proposed, the Company will become a Company with an Audit and Supervisory Committee, and all Directors will retire upon the expiration of their terms of office. Accordingly, the Company requests the election of five (5) Directors (excluding Directors who are Members of the Audit and Supervisory Committee) after the transition to a Company with an Audit and Supervisory Committee. This proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1, “Partial amendments to the Articles of Incorporation,” take effect.

The candidates for Director (excluding Directors who are Members of the Audit and Supervisory Committee) are as follows.

Candidate Number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company's shares held
1	[Reelection] Toshiya Tsukushi (Born June 23, 1965)	<p>April 1989      Joined Showa Shell Sekiyu K.K. (currently Idemitsu Kosan Co.,Ltd.).</p> <p>September 1995      Joined Price Waterhouse Consultants Co., Ltd. (currently IBM Japan, Ltd.)</p> <p>July 1999      Joined General Electric Capital Consumer Finance Co., Ltd. (currently Shinsei Financial Co., Ltd.)</p> <p>December 2005      Executive Officer of the same company</p> <p>September 2006      Executive Officer and General Manager of the Business Development Group, Nissen Holdings Co., Ltd.</p> <p>March 2008      Director Executive Officer &amp; General Manager of the Financial Planning Office of the same company</p> <p>June 2009      Director Executive Officer and CFO of the same company</p> <p>June 2017      Executive Officer and CFO of DIGITAL HEARTS HOLDINGS Co., Ltd.</p> <p>October 2017      Director and General Manager of the Administration Division, DIGITAL HEARTS Co., Ltd.</p> <p>June 2018      Director and CFO of DIGITAL HEARTS HOLDINGS Co., Ltd.</p> <p>March 2020      Representative Director and President of FLAME Hearts Co., Ltd. (present)</p> <p>March 2021      Director of Metaps Entertainment Limited (currently DIGITAL HEARTS CROSS Marketing and Solutions Limited)</p> <p>April 2021      Director (overseeing global operations), DIGITAL HEARTS Co., Ltd.</p> <p>June 2021      Director, Executive Vice President and CFO of DIGITAL HEARTS HOLDINGS Co., Ltd.</p> <p>April 2022      Representative Director and President of DIGITAL HEARTS Co., Ltd. (present)</p> <p>April 2022      Director of AGEST, Inc.</p> <p>April 2023      Director, Executive Vice President and COO of DIGITAL HEARTS HOLDINGS Co., Ltd.</p> <p>April 2024      Representative Director, President and CEO of the same company (present)</p>	23,399 shares
	[Grounds for election]	Toshiya Tsukushi has been promoting overall management of the group and M&A in Japan and overseas as a director since June 2018. He became vice president in June 2021 and president and CEO in April 2024, taking charge of the management of the group. He also has knowledge and experience in management and is expected to continue to spearhead our group management and help increase our corporate value.	

Candidate Number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company's shares held	
2	[Reelection] Eiichi Miyazawa (Born July 19, 1972)	April 2001	Established DIGITAL HEARTS Co., Ltd. Representative Director and President	9,425,633 shares
		May 2006	Representative Director and President, CEO of the same company	
		April 2010	Representative Director, President and CEO of the same company	
		October 2013	Representative Director, President and CEO of DIGITAL HEARTS HOLDINGS Co., Ltd.	
		July 2017	Director and Chairman of the same company	
		April 2024	Representative Director and Chairman of the same company (present)	
	[Grounds for election] Eiichi Miyazawa is the founder of the Company, has been spearheading the management of this corporate group since it was founded, possesses a wealth of experiences, achievements, and knowledge pertaining to management, and is expected to continue to help increase the corporate value of the Company.			
3	[Reelection] [Outside / Independent] Takashi Yanagiya (Born November 13, 1951)	October 2001	Full-Time Director, Nomura Securities Co., Ltd.	10,000 shares
		April 2002	Representative Director Senior Managing Director of the same company	
		June 2003	Representative Executive Officer & Senior Managing Executive Officer of the same company	
		April 2006	Representative Executive Officer, Executive Officer & Vice-President of the same company	
		April 2008	Executive Officer & Vice-President of the same company	
		October 2008	Executive Officer & Vice-President of the same company	
		April 2012	Permanent Advisor of the same company	
		August 2012	Advisor of the same company	
		March 2013	Resigned from the same company	
		June 2013	Outside Director of ALPHA SYSTEMS INC.	
		June 2014	Outside Director of DIGITAL HEARTS HOLDINGS Co., Ltd. (current position)	
		June 2015	Outside Director of Showa Sangyo Co., Ltd.	
		May 2016	Chairman, Board of Trustees, Meiji University (present)	
		May 2016	Chairman, Board of Trustees, Nakano Gakuen (present)	
	[Outline of grounds for election and expected roles] Takashi Yanagiya is expected to continue to provide useful advice to the Board of Directors of the Company and supervise the management of the Company from an objective standpoint based on his extensive experience as a company manager. If he is elected, it is expected that he will also be involved in selecting candidates for officers of the Company and determining officer remuneration and other matters from an objective and neutral standpoint as a member of the Nominating and Remuneration Committee.			

Candidate Number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company's shares held
4	[Reelection] [Outside / Independent] Emiko Murei (Born January 11, 1969)	<p>April 1992      Joined Chuo Shinko Audit Corporation</p> <p>March 1995      Registered as a certified public accountant (until May 2005)</p> <p>February 2006   Registered as a certified public accountant (present) Chief, MUREI C.P.A. Office (present)</p> <p>April 2007      Specially appointed associate professor, Graduate School of Accounting, University of Hyogo</p> <p>April 2009      Associate Professor, Graduate School of Accounting, University of Hyogo</p> <p>April 2012      Associate Professor, Aoyama Gakuin University Graduate School of Professional Accountancy</p> <p>June 2015      Outside Director, Kansai Super Market Ltd. (currently Kansai Food Market Ltd.) (Audit &amp; Supervisory Committee Member)</p> <p>June 2022      Outside Director of DIGITAL HEARTS HOLDINGS Co., Ltd. (present)</p> <p>April 2023      Professor, Aoyama Gakuin University Graduate School of Professional Accountancy (present)</p> <p>June 2025      Outside Director, ARATA CORPORATION (Audit &amp; Supervisory Committee Member) (present)</p>	— shares
<p>[Outline of grounds for election and expected roles]</p> <p>Emiko Murei has extensive experience as a certified public accountant and university teacher and is expected to provide our board of directors with advice on sustainability, finance, and accounting and supervise our management from an objective standpoint. If she is elected, it is expected that she will also be involved in selecting candidates for officers of the Company and determining officer remuneration and other matters from an objective and neutral standpoint as a member of the Nominating and Remuneration Committee. While she has no experience in managing a company other than as an outside officer, she is highly knowledgeable about corporate accounting as a certified public accountant and is believed to be someone who can appropriately execute her duties as a Outside Director.</p>			

Candidate Number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company's shares held
5	[Reelection] [Outside] Ryo Chikasawa (Born May 16, 1984)	September 2008 Registered as a lawyer (Daini Tokyo Bar Association) Joined Mori Hamada & Matsumoto LPC (currently Mori Hamada & Matsumoto) January 2019 Partner lawyer, Mori Hamada & Matsumoto (present) June 2022 Outside Director of DIGITAL HEARTS HOLDINGS Co., Ltd. (present)	— shares
[Outline of grounds for election and expected roles] Ryo Chikasawa is qualified as an attorney and is expected to provide our board of directors with advice on corporate governance- and compliance-related matters and supervise our management from an objective standpoint. If he is elected, it is expected that he will also be involved in selecting candidates for officers of the Company and determining officer remuneration and other matters from an objective and neutral standpoint as a member of the Nominating and Remuneration Committee. While he has no experience in managing a company, he is highly knowledgeable about global corporate legal affairs as an attorney and is believed to be someone who can appropriately execute her duties as a Outside Director.			

- (Notes) 1. There are no special interests between any of the candidates for Director and the Company. While we have concluded a legal advisory agreement with the law firm to which Ryo Chikasawa belongs, the amount of remuneration under this arrangement equals less than 1% of the sales of the same law firm and less than 1% of our consolidated sales.
2. Takashi Yanagiya, Emiko Murei, and Ryo Chikasawa are candidates for Outside Director.
3. Takashi Yanagiya is currently an Outside Director of the Company and his term of office will be 12 years as of the conclusion of this general meeting. Emiko Murei and Ryo Chikasawa are currently Outside Director of the Company and their term of office will be 4 years as of the conclusion of this general meeting.
4. We have concluded agreements to limit liability for damages as provided for in paragraph (1) of Article 423 of the Companies Act to the minimum liability amount as prescribed by law in accordance with the provisions of paragraph (1) of Article 427 of the same Act with Takashi Yanagiya, Emiko Murei, and Ryo Chikasawa and, if the re-election of each person is approved, such agreements are slated to be continued with each person.
5. We have concluded a liability insurance agreement for officers as prescribed in paragraph (1) of Article 430-3 of the Companies Act with an insurance company and an outline of the contents of this agreement is as stated on page 39 of the businesses report. Each Director candidate is included in the scope of insured persons under this insurance agreement. If this agenda item is approved in its original form and each Director candidate assumes the office of Director of ours, the candidate will continue to be included in the scope of insured persons under this insurance agreement. In addition, this insurance agreement is slated to be renewed with the same contents during the terms of office of the Directors under this agenda item.
6. Takashi Yanagiya and Emiko Murei satisfy the criteria for independence as prescribed by the Tokyo Stock Exchange. We have designated both individuals as independent officers in accordance with provisions as set forth by the Tokyo Stock Exchange and notified the Tokyo Stock Exchange of the fact thereof. If the re-election of both persons is approved, the Company plans to continue to notify their status as independent officers to the Tokyo Stock Exchange. If the re-election of Ryo Chikasawa is approved, no notification of his status as an independent officer is planned to be made to the Tokyo Stock Exchange in accordance with the internal regulations of the law firm to which he belongs.

Proposal 3: Election of three (3) Directors serving as Audit and Supervisory Committee Members

If Proposal 1, “Partial amendments to the Articles of Incorporation,” is approved and adopted as proposed, the Company will become a Company with an Audit and Supervisory Committee. Accordingly, the Company requests the election of three (3) Directors serving as Audit and Supervisory Committee Members after the transition to a Company with an Audit and Supervisory Committee. This proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1, “Partial amendments to the Articles of Incorporation,” take effect.

The consent of the Board of Corporate Auditors has been obtained with respect to this proposal.

The candidates for Director serving as Audit and Supervisory Committee Members are as follows.

Candidate number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company’s shares held
1	[New election] Masahide Date (Born October 20, 1971)	September 1996    Joined KAIBUNDO PUBLISHING CO., LTD. April 2002        Joined DIGITAL HEARTS Co., Ltd. April 2003        Section Chief of the Accounting Section, Administration Department of the same company July 2005         Standing Audit & Supervisory Board Member of the same company October 2013     Standing Audit & Supervisory Board Member of DIGITAL HEARTS HOLDINGS Co., Ltd. (present)	24,000 shares
[Grounds for election] Masahide Date has for many years engaged in audit duties as a standing corporate auditor of DIGITAL HEARTS Co., Ltd. and of the Company, and it is expected that, by leveraging the knowledge and insights cultivated through such duties even after the transition to a Company with an Audit and Supervisory Committee, he will contribute to ensuring the effectiveness of supervision and auditing of business execution as a Director who is a Member of the Audit and Supervisory Committee.			

Candidate Number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company's shares held
2	[New election] [Outside / Independent] Emiko Akatsu (Born October 7, 1963)	<p>April 1986      Joined Fukutake Publishing Co., Ltd. (currently Benesse Corporation)</p> <p>October 1988    Joined General Electric Company</p> <p>January 1996    Joined General Electric Capital Consumer Finance Co., Ltd. (currently Shinsei Financial Co., Ltd.)</p> <p>June 2002      Director, Human Resources Organization and development and Recruiting Division of the same company</p> <p>June 2005      Director, Training Department of the same company</p> <p>February 2008    Joined Novartis Pharma K.K. General Manager of the Diversity &amp; Inclusion Office of the same company</p> <p>May 2011        Joined ORACLE CORPORATION JAPAN Senior Director, Human Resources Organization Development Department of the same company</p> <p>January 2016    Executive Officer, Director, General Manager of the Employee Engagement Office of the same company</p> <p>March 2018      Joined Takeda Pharmaceutical Company Limited. Head of Human Resources Organization Development (Japan) for the same company's Global HR</p> <p>February 2021   Representative Director and President of Future Me Company, Ltd. (present)</p> <p>June 2022        Outside Director of AJIS CO., LTD. (present)</p> <p>June 2025        Outside Audit &amp; Supervisory Board Member of DIGITAL HEARTS HOLDINGS Co., Ltd. (present)</p>	— shares
<p>[Outline of grounds for election and expected roles] Emiko Akatsu has extensive practical experience over many years, mainly in the fields of talent and organization development at several Japanese and foreign-affiliated companies, and possesses specialized knowledge and experience and a high level of insight. Since June 2025, she has served as an Outside Corporate Auditor of the Company, providing advice and conducting appropriate audits from an objective and professional perspective, and it is expected that, even after the transition to a Company with an Audit and Supervisory Committee, she will contribute to enhancing the effectiveness of the Company's auditing and management oversight as an Outside Director who is a Member of the Audit and Supervisory Committee.</p>			

Candidate Number	Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company's shares held
3	[New election] [Outside / Independent]  Ikuyo Horiguchi (Current family name: Yamada)  (Born May 16, 1964)	<p>April 1987      Joined Recruit Co., Ltd.</p> <p>August 1995    Joined PIA CORPORATION</p> <p>June 1997      Joined Benesse Corporation</p> <p>April 2007      Executive Officer at the same company, Head of MD&amp;M (Mail Order) Business Unit</p> <p>September 2008 Executive Officer at the same company, Head of W&amp;F (Women &amp; Family) Business Unit</p> <p>March 2013     Joined Yahoo Japan Corporation (currently LY Corporation)</p> <p>May 2014       Executive Officer, Cookpad Inc.</p> <p>March 2017     Representative Director and President of O-uccino, Inc. (currently Kufu Sumai Inc.)</p> <p>October 2018   Representative Director, Kufu Company Co., Ltd.</p> <p>July 2019       Representative Director, Kurashini Kufu Inc. (currently Kufu Company Inc.)</p> <p>October 2020   Representative Director, anymarry Co., Ltd. (currently Kufu Wedding Inc.)</p> <p>October 2021   Executive Officer, Kufu Company Inc. Representative Director, Locoguide Inc. (currently Kufu Company Inc.)</p> <p>March 2022     Outside Director, SENSUKAI CO.,LTD.</p> <p>June 2023       Representative Director, SHIZUOKAONLINE CO. LTD. (currently Kufu Shizuoka Inc.) (present)</p>	— shares
<p>[Outline of grounds for election and expected roles]</p> <p>Ikuyo Horiguchi has extensive experience in launching businesses and serving as a business executive and manager across diverse areas including IT, media, and lifestyle-related services, and possesses broad knowledge and experience and a high level of insight regarding overall management; accordingly, it is expected that, as an Outside Director who is a Member of the Audit and Supervisory Committee, she will provide useful advice to the Company's Board of Directors and contribute to enhancing the effectiveness of the Company's auditing and management oversight.</p>			

- (Notes) 1. There are no special interests between any of the candidates for Director and the Company.
2. Emiko Akatsu and Ikuyo Horiguchi are candidates for Outside Director serving as Audit and Supervisory Committee Members.
3. Ikuyo Horiguchi's legal name is Ikuyo Yamada.
4. Emiko Akatsu is currently an Outside Corporate Auditor of the Company, and her term of office will be one (1) year as of the conclusion of this General Meeting of Shareholders.
5. The Company has concluded an agreement with Emiko Akatsu, based on the provisions of paragraph (1) of Article 427 of the Companies Act, to limit her liability for damages under paragraph (1) of Article 423 of the Companies Act, as an outside corporate auditor, to the minimum liability amount as prescribed by law. If this proposal is approved as proposed, the Company plans to conclude limited liability agreements of the same content with each candidate.
6. The Company has concluded officers, etc. liability insurance contract as prescribed in paragraph (1) of Article 430-3 of the Companies Act with an insurance company, and an outline of the policy is as stated on page 39 of the business report. Masahide Date and Emiko Akatsu are included among the insured persons under this insurance policy, and if this proposal is approved and adopted as proposed and each candidate assumes office as a Director who is a Member of the Audit and Supervisory Committee of the Company, all candidates will be included among the insured persons under this insurance policy.
7. Emiko Akatsu satisfies the criteria for independence as prescribed by the Tokyo Stock Exchange, and the Company has designated her as an independent officer in accordance with the provisions of the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange of such designation. If her appointment as a Director serving as Audit and Supervisory Committee Members is approved, the Company plans to continue to notify the Tokyo Stock Exchange of her status as an independent officer.
8. Ikuyo Horiguchi satisfies the requirements of an independent officer as prescribed by the Tokyo Stock Exchange, and if her election as a Director serving as Audit and Supervisory Committee Members is approved, the Company plans to designate her as an independent officer and notify the Tokyo Stock Exchange of such designation.

[Reference] Skills-matrix of Director candidates

The following is a skill-matrix of Director if Proposals 2 and 3 are approved in its original form.

Name	Position	Age	Gender	In office Number of years	Expertise and experience					
					Corporate management Global	Finance Accounting M&A	Legal Affairs Risk Management	ESG Sustainability	IT (Quality and DX Security)	Sales Marketing
Toshiya Tsukushi	Representative Director and President	61	Male	8	•	•	•	•	•	
Eiichi Miyazawa	Representative Director and Chairman	53	Male	13	•			•	•	•
Takashi Yanagiya	Outside Director	74	Male	12	•	•	•	•		•
Emiko Murei	Outside Director	57	Female	4		•		•		
Ryo Chikasawa	Outside Director	42	Male	4	•	•	•	•		
Masahide Date	Director (Audit & Supervisory Committee Member)	54	Male	-		•	•			
Emiko Akatsu	Outside Director (Audit & Supervisory Committee Member)	62	Female	-	•	•		•		
Ikuyo Horiguchi	Outside Director (Audit & Supervisory Committee Member)	62	Female	-	•	•				•

Proposal 4: Election of one (1) Substitute Director serving as Audit and Supervisory Committee Members

If Proposal 1, “Partial amendments to the Articles of Incorporation,” is approved and adopted as proposed, the Company will become a Company with an Audit and Supervisory Committee. In preparation for the possibility that the number of Directors who are Audit and Supervisory Committee Members prescribed by laws and regulations would not be met, we ask shareholders to elect in advance one (1) Substitute Director serving as Audit and Supervisory Committee Members. This proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1, “Partial amendments to the Articles of Incorporation,” take effect.

The consent of the Board of Corporate Auditors has been obtained with respect to this proposal.

The candidate for Substitute Director serving as Audit and Supervisory Committee Members is as follows.

Name (Date of birth)	Brief background description, positions, responsibilities, and any important concurrent positions	Number of the Company’s shares held
[Outside / Independent] Emiko Murei (Born January 11, 1969)	April 1992	Joined Chuo Shinko Audit Corporation
	March 1995	Registered as a certified public accountant (until May 2005)
	February 2006	Registered as a certified public accountant (present) Chief, MUREI C.P.A. Office (present)
	April 2007	Specially appointed associate professor, Graduate School of Accounting, University of Hyogo
	April 2009	Associate Professor, Graduate School of Accounting, University of Hyogo
	April 2012	Associate Professor, Aoyama Gakuin University Graduate School of Professional Accountancy
	June 2015	Outside Director, Kansai Super Market Ltd. (currently Kansai Food Market Ltd.) (Audit & Supervisory Committee Member)
	June 2022	Outside Director of DIGITAL HEARTS HOLDINGS Co., Ltd. (present)
	April 2023	Professor, Aoyama Gakuin University Graduate School of Professional Accountancy (present)
June 2025	Outside Director, ARATA CORPORATION (Audit & Supervisory Committee Member) (present)	
[Outline of grounds for election and expected roles] Emiko Murei has extensive experience as a certified public accountant and university faculty member, and is expected to provide the Company’s Board of Directors with advice on sustainability as well as finance and accounting matters, and to supervise the Company’s management from an objective standpoint. Although she has no experience being involved in the management of a company by means other than serving as an outside officer, she is well-versed in corporate accounting as a certified public accountant, and the Company has determined that she will be able to appropriately perform her duties as an Outside Director who is an Audit and Supervisory Committee Member.		

- (Note) 1. If Proposal 1 and Proposal 2 are approved as proposed, Emiko Murei is scheduled to assume office as a Director who is not an Audit and Supervisory Committee Member; however, if the number of Directors who are Audit and Supervisory Committee Members falls below the number prescribed by laws and regulations, she will resign as a Director who is not an Audit and Supervisory Committee Member and assume office as a Director who is an Audit and Supervisory Committee Member.
2. There are no special interests between Emiko Murei and the Company.
3. Emiko Murei is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
4. Emiko Murei is currently an Outside Director of the Company, and her term of office will be four (4) years as of the conclusion of this general meeting.
5. Even after Emiko Murei assumes office as a Director who is an Audit and Supervisory Committee Member, the Company plans to continue and maintain the liability limitation agreement based on Article 427, Paragraph 1 of the Companies Act and the directors and officers liability insurance described on page 39.
6. Emiko Murei satisfies the requirements of an independent officer in accordance with provisions as set forth by the Tokyo Stock Exchange, and if she assumes office as a Director who is an Audit and Supervisory Committee Member, the Company plans to continue to designate her as an independent officer and notify the Tokyo Stock Exchange of the fact thereof.

Proposal 5: Determination of remuneration for Directors

(excluding Directors serving as Audit and Supervisory Committee Members)

The amount of compensation, etc. for Directors of the Company was approved at the 3rd Ordinary General Meeting of Shareholders held on June 29, 2016, as being no more than JPY 340 million per year (of which no more than JPY 30 million per year is for Outside Directors; excluding salaries for employees given to Directors who also serve as employees), and has remained so to date; however, if Proposal 1, ""Partial Amendments to the Articles of Incorporation,"" is approved as proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, we propose to abolish the current remuneration framework for Directors and, in accordance with the Companies Act and the Ordinance for Enforcement of the Companies Act, ask for your approval to set the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) at no more than JPY 340 million per year (of which no more than JPY 30 million per year is for Outside Directors).

The amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall not include salaries for employees paid to Directors who also serve as employees. In addition, the specific amount for each Director (excluding Directors who are Audit and Supervisory Committee Members), the timing of payment, and other details will be resolved by the Board of Directors based on the recommendations of the Nominating and Remuneration Committee.

This proposal has been resolved by the Board of Directors based on the recommendations of the Nominating and Remuneration Committee while comprehensively taking into account the Company's business scale, the executive compensation structure and payment levels, the current number of officers and future trends, among other factors, and has content that is necessary and reasonable for granting individual compensation, etc. to Directors in accordance with the Company's policy for determining the details of individual compensation, etc. for Directors; accordingly, we have determined it to be appropriate.

If Proposal 1, ""Partial Amendments to the Articles of Incorporation,"" and Proposal 2, ""Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members),"" are approved as proposed, the Directors (excluding Directors who are Audit and Supervisory Committee Members) subject to this proposal will be five (5) (including three (3) Outside Directors).

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1, ""Partial amendments to the Articles of Incorporation,"" take effect.

Proposal 6: Determination of remuneration for Directors serving as Audit and Supervisory Committee Members

The compensation, etc. for Audit & Supervisory Board Members of the Company was resolved at the 3rd Ordinary General Meeting of Shareholders held on June 29, 2016, as being no more than JPY 24 million per year; however, if Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, in connection with the transition to a Company with an Audit and Supervisory Committee and in consideration of the duties and responsibilities of Directors who are Audit and Supervisory Committee Members, we ask for your approval to set the amount of compensation, etc. for Directors who are Audit and Supervisory Committee Members at no more than JPY 40 million per year.

The specific amount for each Director who is an Audit and Supervisory Committee Member, the timing of payment, and other details shall be determined through discussions among the Directors who are Audit and Supervisory Committee Members.

This proposal has been resolved by the Board of Directors based on the recommendations of the Nominating and Remuneration Committee, a majority of whose members are Outside Directors, while comprehensively taking into account the Company's business scale, the executive compensation structure and payment levels, the current number of officers and future trends, among other factors; accordingly, we believe its content to be appropriate.

If Proposal 1, "Partial amendments to the Articles of Incorporation," and Proposal 3, "Election of three (3) Directors serving as Audit and Supervisory Committee Members," are approved as proposed, the Directors who are Audit and Supervisory Committee Members subject to this proposal will be three (3) (including two (2) Outside Directors).

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1, "Partial amendments to the Articles of Incorporation," take effect.

Proposal 7: Determination of remuneration for the grant of restricted stock to Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members)

At the 8th Ordinary General Meeting of Shareholders held on June 24, 2021, the Company introduced a restricted stock compensation plan (the "Plan") for the purpose of providing incentives to sustainably enhance the Company's corporate value and of further promoting value sharing between Directors and shareholders, and, under the Plan, compensation paid to Directors (excluding Outside Directors) for the granting of shares subject to transfer restrictions is treated as monetary claims and was approved with a total amount of no more than JPY 260 million per year (excluding salaries for employees given to Directors who also serve as employees), and has remained so to date; however, if Proposal 1, "Partial amendments to the Articles of Incorporation," is approved as proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

In connection with the transition to a Company with an Audit and Supervisory Committee, this proposal asks for your approval, anew, to treat the compensation paid under the Plan for the granting of shares subject to transfer restrictions to Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members; hereinafter "Subject Directors") as monetary claims (hereinafter "Monetary Compensation Claims"), and to set the total amount thereof at no more than JPY 260 million per year (excluding salaries for employees given to Directors who also serve as employees).

This proposal has been resolved by the Board of Directors based on the recommendations of the Nominating and Remuneration Committee while comprehensively taking into account the Company's business scale, the executive compensation structure and payment levels, the current number of officers and future trends, among other factors, and has content that is necessary and reasonable for granting individual compensation, etc. to Directors in accordance with the Company's policy for determining the details of individual compensation, etc. for Directors; accordingly, we have determined it to be appropriate.

If Proposal 2 is approved as proposed, the number of Subject Directors will be two (2).

Based on a resolution of the Company's Board of Directors, Subject Directors shall contribute all of the Monetary Compensation Claims to be paid under this proposal as property contributed in kind and, in return, receive an issuance or disposition of the Company's common stock, and the total number of shares of the Company's common stock to be issued or disposed of thereby shall be no more than 260 thousand shares per year (provided, however, that if, after the date on which this proposal is approved, a stock split (including a gratis allotment of the Company's common stock) or a stock consolidation is conducted with respect to the Company's common stock, or if any other event occurs that requires adjustment of the total number of shares of the Company's common stock to be issued or disposed of as transfer-restricted shares, such total number shall be adjusted within a reasonable range. ). The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the applicable resolution as adopted by the Board of Directors (or, if no trading is conducted on that day, the closing price on the immediately preceding business day) and shall be set to an amount that is not particularly favorable to the Subject Directors. In issuing or disposing of the Company's common stock accordingly, the Company shall enter into a transfer-restricted share allotment agreement with the Subject Directors, which in outline includes the following contents (hereinafter the "Allotment Agreement").

- (1) A Subject Director shall not transfer, attach a security interest to, or otherwise dispose of (hereinafter referred to as the "Transfer Restrictions") the Company's common shares allotted under this Allotment Agreement (hereinafter referred to as the "Allotted Shares") during the period from the delivery date of the Allotted Shares to the date on which such Subject Director ceases to be a director of the Company or otherwise loses the position as determined by the Company's Board of Directors (hereinafter referred to as the "Transfer Restriction Period").
- (2) If a Subject Director loses the position set forth in (1) above before the expiration of a period separately prescribed by the Company's Board of Directors (hereinafter referred to as the "Service Period"), the Company shall automatically acquire the Allotted Shares without consideration, unless the Company's Board of Directors deems that there is a justifiable reason.
- (3) The Company shall, provided that the Subject Director has continuously held the position set forth in (1) above during the Service Period, lift the Transfer Restrictions on all of the Allotted Shares as of the time the Transfer Restriction Period expires. Provided, however, that, in the event that a Subject

Director loses his or her position as prescribed in (1) above prior to the expiration of the Service Period for a reason deemed justifiable by the Board of Directors of the Company as prescribed in (2) above, the number of the Allotted Shares for which Transfer Restrictions are to be lifted and the timing of the lifting of Transfer Restrictions may be reasonably adjusted as required.

- (4) The Company shall automatically acquire without consideration any Allotted Shares for which the Transfer Restrictions have not been lifted pursuant to (3) above as of the time the Transfer Restriction Period expires.
- (5) Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters concerning a merger agreement under which the Company will be the disappearing company, a share exchange agreement under which the Company will become a wholly owned subsidiary, a share transfer plan, or other matters concerning an organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (provided, however, that if approval by a general meeting of shareholders of the Company is not required with respect to such organizational restructuring, etc., then by the Company's Board of Directors), the Company shall, by a resolution of the Board of Directors of the Company, lift the Transfer Restrictions, prior to the effective date of such organizational restructuring, etc., on such number of the Allotted Shares as is reasonably determined in light of the period from the commencement date of the Service Period to the date of approval of such organizational restructuring, etc.
- (6) In the case set forth in (5) above, the Company shall automatically acquire without consideration any Allotted Shares for which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions are lifted pursuant to (5) above.
- (7) The contents of this Allotment Agreement shall include the method for declarations of intent and notices under this Allotment Agreement, the method for amending this Allotment Agreement, and any other matters as determined by the Board of Directors.

End of document

**Business Report**  
 ( From April 1, 2025  
 to March 31, 2026 )

I. Matters Concerning the Current State of the Corporate Group

1. Business Progress and Results

■ Analysis of Operating Results (Consolidated)

	FY2024 (JPY in thousand)	FY2025 (JPY in thousand)	Change (%)
Net sales	39,748,901	38,928,746	-2.1
Operating income	2,430,067	2,626,166	8.1
Ordinary income	2,278,445	2,582,767	13.4
Net income attributable to owners of the parent	629,464	1,181,667	87.7

We operate two businesses: the DH Group Business, which provides services for entertainment content, and the AGEST Group Business, which provides services for enterprise systems. Because these two businesses each have completely different business models and expertise, we are promoting unique growth strategies specialized for each business in order to maximize their respective strengths.

The DH Group Business is facing growing demand for the Debugging and localization capabilities required to simultaneously release high-quality game-titles without bug or defect in various devices, and in various countries and regions. As a result, in the Debugging, our founding businesses, we will strive to enhance the added value of our services through promoting the unique quality method “DHQ (Digital Hearts Quality)”, and at the same time, through enhancing and expanding our solutions for localization, including translation and LQA (Linguistic Quality Assurance), multilingual recording, and marketing support, we will aim to grow into a company capable of competing in the global market as a global quality partner in the entertainment industry.

In the AGEST Group Business, the economic losses and damage to corporate brand caused by software defects have been increasing year by year. As a result, the importance of “Quality” is growing more than ever. At the same time, the shortage of IT human resources in Japan is becoming increasingly serious. Under these conditions, we are working to enhance our unique testing solutions by offering high value-added services, such as “Shift-Left” support in upstream development processes, and by actively leveraging AI and automation tools to improve testing accuracy and efficiency. Through these efforts, we aim to evolve into an AI-era testing company that ensures the quality of enterprise systems with cutting-edge technology.

During the consolidated fiscal year under review, Domestic debugging in the DH Group Business achieved double-digit sales growth, driven by tailwinds such as the launch of the Nintendo Switch 2, thereby contributing significantly to the overall performance of the Company. Meanwhile, in the AGEST Group Business, although the core system testing services continued to achieve sales growth, system development services contracted against the backdrop of the expanding adoption of AI, while security monitoring services also experienced a temporary decline due in part to price increases for endpoint security products by certain vendors.

In addition, since May 2023, the Company had been preparing for a share-distribution-type spin-off and listing (hereinafter referred to as the “Spin-off Listing”) of AGEST, Inc., the core subsidiary of the AGEST Group Business, with the aim of maximizing the growth potential of both businesses. However, amid growing uncertainty in the stock market caused by the expanding adoption of AI and other factors, we strategically revised our policy, including the withdrawal of the Spin-off Listing plan.

As a result, consolidated net sales for the fiscal year under review amounted to JPY38,928,746 thousand (down 2.1% YoY). While Domestic debugging achieved significant growth, overall sales were impacted by the deconsolidation of a subsidiary sold in December 2024 and decreased sales in the AGEST Group Business. On the profit side, operating income increased to JPY2,626,166 thousand (up 8.1% YoY) and ordinary income rose to JPY2,582,767 thousand (up 13.4% YoY), mainly driven by increased sales in the highly profitable Domestic debugging. In addition, net income attributable to

owners of the parent amounted to JPY1,181,667 thousand (up 87.7% YoY), supported in part by a reduction in extraordinary losses.

Business results by segment are reviewed below.

	FY2024 (JPY in thousand)	FY2025 (JPY in thousand)	Change (%)
Net sales	39,748,901	38,928,746	-2.1
DH Group Business	23,906,371	23,130,981	-3.2
AGEST Group Business	16,158,981	15,994,761	-1.0
Adjustment amount	-316,451	-196,996	—
Operating income	2,430,067	2,626,166	8.1
DH Group Business	1,941,426	2,245,556	15.7
AGEST Group Business	488,641	380,609	-22.1

Net sales for each segment are stated inclusive of internal inter-segment sales or transfers, and segment profit is operating income.

#### (1) DH Group Business

This segment mainly consists of Domestic debugging services for detecting bug or defect in console games and mobile games, as well as Global and other services such as game localization and LQA (Linguistic Quality Assurance), marketing support, game development support, and customer support.

During the consolidated fiscal year under review, the Domestic debugging services achieved double-digit sales growth by steadily securing new projects against the backdrop of strong demand driven by the launch of the Nintendo Switch 2. This growth was supported by proactive sales activities leveraging our strengths, including an extensive lineup of dedicated testing equipment for new hardware, as well as company-wide efforts to implement flexible and agile operations tailored to customer needs, such as resource sharing across different sites.

Meanwhile, in the Global and others services, which we position as a growth driver, translation and LQA services expanded through the full-scale deployment of solutions utilizing our proprietary game-specialized AI translation engine, “ella.” In addition, game development support services maintained a high level of activity in new projects, while the performance contribution from HUWIZ SOLUTIONS INC., which became a consolidated subsidiary in November 2025, also supported growth. As a result, excluding the impact of subsidiaries sold in the previous consolidated fiscal year, net sales achieved significant growth. Furthermore, in pursuit of further growth in the global domain, we worked to enhance and geographically expand our solutions through initiatives such as establishing a new base in Thailand, strengthening localization language capabilities through a capital and business alliance with a U.S. company, and expanding porting capabilities through a strategic business alliance with a Singapore-based company.

As a result of the above, DH Group Business recorded net sales of JPY23,130,981 thousand (down 3.2% YoY) for the consolidated fiscal year under review. Although existing services such as Domestic debugging performed strongly, overall sales were significantly impacted by the deconsolidation of subsidiaries sold in the previous consolidated fiscal year. On the other hand, segment profit increased substantially to JPY2,245,556 thousand (up 15.7% YoY), mainly driven by growth in the highly profitable Domestic debugging services.

(2) AGEST Group Business

This segment mainly consists of QA solutions including system testing to detect defects in enterprise systems, system development, and ERP implementation support. In addition, this segment provides SOC (Security Operation Center) operations that monitor software and networks, detect and counter attacks, and IT services and other services that provide system maintenance and operational support.

During the consolidated fiscal year under review, QA solution achieved overall sales growth despite a decline in orders for system development and other projects due to the expanding adoption of AI and related factors. This was primarily because the system testing service, which we position as a growth driver, steadily secured new projects. Meanwhile, sales of IT services and others services declined, mainly due to a temporary decrease in license renewal sales in the security monitoring business caused by price increases for endpoint security products by certain vendors.

During the consolidated fiscal year under review, the business environment changed significantly against the backdrop of the expanding adoption of AI. In order to respond swiftly to these changes, we worked to establish a QA model suited for the AI era and to build new revenue models that are not dependent on the number of engineers. These efforts included the launch of “TFACT,” our proprietary testing tool equipped with AI functionality as a standard feature, as well as a fully domestic SBOM (Software Bill of Materials) management tool, for which demand is expected to expand going forward.

As a result, net sales in the AGEST Group Business for the consolidated fiscal year under review amounted to JPY15,994,761 thousand (down 1.0% YoY), mainly due to the contraction of system development and the highly profitable security monitoring service. Segment profit totaled JPY380,609 thousand (down 22.1% YoY).

## 2. Status of capital investments

The total amount of capital investments, etc. made during this consolidated fiscal year was JPY 854 million, and the main breakdown consists of purchases of debugging equipment and the development of sites, among other items.

## 3. Status of the procurement of funds

Funds required by the Group are raised through internal funds and borrowings, and during this consolidated fiscal year, the Group borrowed JPY 572 million from financial institutions.

## 4. Issues to be addressed

In order to strengthen its earnings base and achieve further growth, the Group recognizes the following five points as key issues and will work to address them.

### (1) Securing and developing human resources

To enable the Group to continuously enhance corporate value, we recognize that securing outstanding personnel and developing personnel who will drive the future are important management issues.

In Domestic debugging, the core of the DH Group Business, in order to provide high-quality services promptly and continuously in line with customers' fluid development schedules, it is essential to constantly secure a large number of testers, who are temporary employees. Accordingly, led by DIGITAL HEARTS Co., Ltd., we are working to secure a large pool of testers by strategically deploying Lab. test centers.

In addition, in QA solutions, which is a focus area of the AGEST Group Business, it is necessary not only to conduct manual testing but also to accumulate and improve specialized technologies related to quality enhancement, such as Vulnerability Testing and test automation, making it essential to secure and develop engineering personnel. To this end, led by AGEST, Inc., we have established and operate AGEST Academy, a proprietary educational institution that condenses the know-how of software testing experts active globally, and we are working to develop an attractive environment for engineers and build a human-resource base by strengthening both new graduate and mid-career hiring. Furthermore, by proactively utilizing external resources such as business partners, we have built a structure capable of responding to rapidly increasing demand.

Going forward, the Group will continue working to expand its talent pool by developing work styles and training structures tailored to a diverse workforce.

(2) Increasing value added to services

In the digital-related markets surrounding the Group, against the backdrop of the acceleration of DX and the widespread adoption of AI, development of new content and services has been intensifying; accordingly, we recognize that flexibly responding to changes in the market environment and the diversification of customer needs is an important management issue.

The Group will meet customer needs by further enhancing each business's expertise and strengths, leveraging the competitive advantages and abundant human resources cultivated in the DH Group Business, our founding business, as well as the broad testing know-how for software and other products held by the AGEEST Group Business. In addition, we will work to provide high value-added services by proactively engaging in the development of new services and the utilization of technologies such as AI.

(3) Deploying services overseas

Our corporate group also considers the deployment of services overseas as a critical management issue that must be addressed if we wish to achieve sustainable growth.

Accordingly, the Group, through overseas subsidiaries and other entities in the United States, the United Kingdom, China, South Korea, Taiwan, Vietnam, and other locations, is deploying businesses such as enterprise system testing services and game debugging and localization services, and is working to build an overseas business base for sustainable growth.

Going forward, we will continue to develop our business operations globally based on a basic policy of providing services to markets where high profitability and growth can be expected.

(4) Expanding business domains and promoting new businesses

While the Group maintains the DH Group Business as a core source of revenue, we recognize that it is an important management issue to expand existing business domains and cultivate new businesses in order to achieve stable growth from diverse revenue sources.

To that end, we have proactively worked to expand our business scale in multifaceted ways through M&A and other means, and to develop new services in pursuit of uniqueness. Going forward, we will continue to focus on cultivating new business domains and creating and expanding new businesses, and we will aim to build a stable business portfolio supported by diverse revenue sources.

(5) Maintaining a stable financial base

The Group has maintained high profitability centered on the DH Group Business, which has strong cash-generating capabilities, and has maintained a sound financial structure while providing shareholder returns such as stable dividends.

However, amid changes in the global economy, we recognize that strengthening our financial base has become an even more important management issue than before. We will continue to strengthen cash management and work to secure a stable financial base going forward, including by taking agile measures such as procuring funds from financial institutions as necessary.

We respectfully ask for the continued support and encouragement of our shareholders.

5. Status of Assets and Income (Loss)

Category	10 <sup>th</sup> term FY2022	11 <sup>th</sup> term FY2023	12 <sup>th</sup> term FY2024	13 <sup>th</sup> term (This consolidated fiscal year) FY2025
Net sales (JPY in thousand)	36,517,693	38,790,197	39,748,901	38,928,746
Ordinary income (JPY in thousand)	3,152,548	2,059,115	2,278,445	2,582,767
Net income attributable to owners of the parent (JPY in thousand)	799,550	176,927	629,464	1,181,667
net income per share (JPY)	36.50	7.94	28.25	53.00
Total assets (JPY in thousand)	19,581,635	21,103,096	19,949,490	21,531,848
Net assets (JPY in thousand)	9,474,520	8,852,361	9,260,695	9,961,567
Net assets per share (JPY)	395.65	377.80	401.76	431.86

(Notes) 1. Net income per share is calculated based on the average number of shares during the period.

2. Indicated monetary amounts are rounded down to the nearest thousand JPY. Provided, however, that net income per share and net assets per share are rounded to two decimal places.

6. Status of important parent companies and subsidiaries

(1) Relationship to parent companies

Not applicable

(2) Status of significant subsidiaries and affiliates

(Subsidiaries)

Company Name	Capital stock	The Company's stake	Main lines of business
DIGITAL HEARTS Co., Ltd.	JPY 276 million	100.0%	Debugging, game translation/LQA, and more
AGEST, Inc.	JPY 10 million	100.0%	System Testing, security, ERP implementation support, software development support, and more
DIGITAL HEARTS USA Inc.	USD 1,464 thousand	100.0%	Localization and more
DIGITAL HEARTS (Shanghai) Co., Ltd.	RMB 6 million	100.0%	Debugging, localization, and more
Aetas, Inc.	JPY 89 million	60.0%	Operations of a game information website and more
FLAME Hearts Co., Ltd.	JPY 60 million	100.0%	Commissioned development of games and graphics production
DIGITAL HEARTS Seoul Co., Ltd.	KRW 50 million	100.0%	Localization, marketing, and more
LOGIGEAR CORPORATION	USD 5,776 thousand	100.0% (100.0%)	System Testing and more
AGEST Vietnam Co., Ltd.	VND 8,352 million	100.0% (100.0%)	System Testing and more
Digital Hearts Linguitronics Taiwan Co., Ltd.	TWD 5 million	55.0% (55.0%)	Localization and more
DIGITAL HEARTS CROSS Marketing and Solutions Limited	USD 13,490 thousand	100.0%	Intermediate holding company
DIGITAL HEARTS CROSS Shanghai Co., Ltd.	RMB 25 million	100.0% (100.0%)	marketing support and more

Company Name	Capital stock	The Company's stake	Main lines of business
DIGITAL HEARTS CROSS Tokyo Co., Ltd.	JPY 25 million	100.0% (100.0%)	marketing support and more
DEVELOPING WORLD SYSTEMS LIMITED	GBP 468	100.0% (100.0%)	Implementation support for Oracle products, maintenance and operation support, and more
DWS North America, Inc.	USD 1 thousand	100.0% (100.0%)	Implementation support for Oracle products, maintenance and operation support, and more
GPC K.K	JPY 30 million	100.0% (100.0%)	SAP/ERP implementation support, open-system development, contracted development
HUWIZ SOLUTIONS INC.	CAD 264	100.0%	Debugging/QA for game software and more
DIGITAL HEARTS Bangkok Co., Ltd.	THB 2 million	49.0%	Thai localization services and more

(Notes) 1. A figure in parentheses in the "Company's stake" column denotes the percentage corresponding to indirect ownership (included number).

2. On November 20, 2025, the Company acquired all shares of HUWIZ SOLUTIONS INC., making it a wholly owned subsidiary.

3. On October 17, 2025, the Company established DIGITAL HEARTS Bangkok Co., Ltd., making it a consolidated subsidiary. Although the equity interest is 50% or less, it is treated as a consolidated subsidiary because it is substantially controlled.

(Affiliates)

Company Name	Capital stock	The Company's stake	Main lines of business
JetSynthesys Digital Services Private Limited	INR 400 thousand	50.0%	Debugging business for customers in India and overseas

7. Major business contents (as of March 31, 2026)

Business	Major services
DH Group Business	Provision of the following services for entertainment content, including console games and mobile games
Domestic Debugging	A service to detect software bug or defect on a user perspective basis and report them to customer or client companies, primarily domestic console games and mobile games
Global and others	Global services, including the localization, LQA, English debugging and marketing support that is essential to introducing game titles in overseas markets as well as Creative Services including contracted development services for game and 2D/3D graphics production, along with Media Services that include operation of the 4Gamer.net game information site
AGEST Group Business	Provision of the following services for enterprise systems
QA Solutions	System Testing for detecting bug or defect in enterprise computer systems, security-testing services, support for introduction of services, software-development support, and other such services
IT Services and others	Services such as security monitoring and maintenance and operation support

8. Major places of business and other details (as of March 31, 2026)

(1) The Company

Company Name	Address
Head office	Shinjuku-ku, Tokyo

(2) Subsidiaries

Company Name	Address
DIGITAL HEARTS Co., Ltd.	Shinjuku-ku, Tokyo
AGEST, Inc.	Bunkyo-ku, Tokyo
DIGITAL HEARTS USA Inc.	United States
DIGITAL HEARTS (Shanghai) Co., Ltd.	China
Aetas, Inc.	Chuo-ku, Tokyo
FLAME Hearts Co., Ltd.	Minato-ku, Tokyo
DIGITAL HEARTS Seoul Co., Ltd.	South Korea
LOGIGEAR CORPORATION	United States
AGEST Vietnam Co., Ltd.	Vietnam
Digital Hearts Linguitronics Taiwan Co., Ltd.	Taiwan
DIGITAL HEARTS CROSS Marketing and Solutions Limited	British Virgin Islands
DIGITAL HEARTS CROSS Shanghai Co., Ltd.	China
DIGITAL HEARTS CROSS Tokyo Co., Ltd.	Shinjuku-ku, Tokyo
DEVELOPING WORLD SYSTEMS LIMITED	United Kingdom
DWS North America, Inc.	United States
GPC K.K	Osaka City, Osaka Prefecture
HUWIZ SOLUTIONS INC.	Canada
DIGITAL HEARTS Bangkok Co., Ltd.	Thailand

9. Status of employees (as of March 31, 2026)

Segment	Number of employees (person(s))		Increase or decrease from the end of the preceding consolidated fiscal year (number of persons)	
DH Group Business	927	[3,536]	365	[223]
AGEST Group Business	1,205	[160]	8	[40]
Total	2,132	[3,696]	373	[263]

- (Note) 1. The number of employees is the number of persons in employment.  
2. The annual average number of temporary employees is indicated in brackets in the column corresponding to the number of employees, as an outside number.  
3. The number of temporary employees includes permanent part-time employees and temporary employees.  
4. The number of employees increased by 373 in the current consolidated fiscal year, primarily due to HUWIZ SOLUTIONS INC. becoming a consolidated subsidiary.

10. Major lenders (as of March 31, 2026)

Lender	Outstanding balance of loans owing
MUFG Bank, Ltd.	JPY 2,100,000 thousand
Sumitomo Mitsui Banking Corporation	JPY 2,272,900 thousand
Resona Bank, Limited	JPY 1,100,000 thousand
Mizuho Bank, Ltd.	JPY 200,000 thousand

II. Matters concerning shares of the Company (as of March 31, 2026)

1. Total number of authorized shares 76,800,000 shares
2. Total shares issued and outstanding 23,890,800 shares (including 1,591,996 treasury shares)
3. Number of shareholders 8,963 persons
4. Major shareholders (top 10 persons)

Name of shareholder	Number of shares (share)	shareholding ratio (%)
Eiichi Miyazawa	9,425,633	42.27
HIKARI TSUSHIN KK Limited Partnership	1,337,100	6.00
A-1 LLC	1,324,900	5.94
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,044,600	4.68
Custody Bank of Japan, Ltd. (Trust Account)	1,032,000	4.63
Morgan Stanley MUFG Securities Co., Ltd.	327,548	1.47
Taichi Yabu	200,000	0.90
BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	176,389	0.79
NORTHERN TRUST CO.(AVFC) RE NON TREATY CLIENTS ACCOUNT	167,913	0.75
Hiroki Ozawa	159,600	0.72

(Note) The Company holds 1,591,996 treasury shares, but is excluded from the above list of major shareholders. The shareholding ratio is calculated net of treasury shares.

5. Status of shares issued to officers of the Company as compensation for the execution of duties during the current fiscal year

	Number of shares	Number of persons to whom shares have been issued
Directors (excluding Outside Directors)	6,388 shares	2 persons

III. Matters concerning the stock acquisition rights of the Company

Not applicable

#### IV. Matters concerning officers of the Company

##### 1. Names of and other details pertaining to Directors and Audit & Supervisory Board Members (as of March 31, 2026)

Position	Name	Responsibilities and important concurrent positions
Representative Director and President	Toshiya Tsukushi	CEO Representative Director & President, DIGITAL HEARTS Co., Ltd. Representative Director and President, FLAME Hearts Co., Ltd.
Representative Director and Chairman	Eiichi Miyazawa	
Director	Takashi Yanagiya	Chairman, Board of Trustees of Meiji University Chairman, Board of Trustees of Nakano Gakuen
Director	Emiko Murei	Chief, MUREI C.P.A. Office Professor of Aoyama Gakuin University Graduate School of Professional Accountancy Outside Director (Audit and Supervisory Committee Member), ARATA CORPORATION
Director	Ryo Chikasawa	Partner lawyer of Mori Hamada & Matsumoto
Standing Audit & Supervisory Board Member	Masahide Date	
Audit & Supervisory Board Member	Keiya Kazama	Representative, KAZAMA CPA OFFICE
Audit & Supervisory Board Member	Yoko Okano	Attorney at the Gokita and Miura Law Office
Audit & Supervisory Board Member	Emiko Akatsu	Representative Director and President, Future Me Company, Ltd. Outside Director, AJIS CO., LTD.

- (Notes) 1. Directors Takashi Yanagiya, Emiko Murei and Ryo Chikasawa are Outside Directors as prescribed in item xv of Article 2 of the Companies Act. Takashi Yanagiya and Emiko Murei satisfy the criteria for independence as prescribed by the Tokyo Stock Exchange. The Company has designated both individuals as independent officers based on the Tokyo Stock Exchange's provisions and notified the Tokyo Stock Exchange accordingly. Ryo Chikasawa has not been notified to the Tokyo Stock Exchange in accordance with the internal regulations of the law firm to which he belongs.
2. Audit & Supervisory Board Members Yoko Okano and Emiko Akatsu are Outside Audit & Supervisory Board Members as prescribed in item xvi of Article 2 of the Companies Act. Both individuals satisfy the criteria for independence as prescribed by the Tokyo Stock Exchange. The Company has designated both individuals as independent officers based on the Tokyo Stock Exchange's provisions and notified the Tokyo Stock Exchange accordingly.
3. Standing Audit & Supervisory Board Member Masahide Date has accounting experience at DIGITAL HEARTS Co., Ltd., and possesses substantial knowledge of finance and accounting.
4. Audit & Supervisory Board Member Keiya Kazama is a certified public accountant and certified tax accountant and possesses substantial knowledge of finance and accounting in part from being in charge of the finance and accounting departments at the Company and other companies belonging to our corporate group.
5. Audit & Supervisory Board Member Yoko Okano has many years of experience as an attorney and possesses extensive experience and specialized expertise.
6. Audit & Supervisory Board Member Emiko Akatsu has many years of experience as the person responsible for human resources and organizational development and as a human resources strategy consultant at Japanese and foreign-affiliated companies, and possesses specialized knowledge and insights.
7. Toshifumi Nikawa retired as an Outside Audit & Supervisory Board Member of the Company upon expiration of his term of office, effective June 26, 2025.

## 2. Overview of contracts limiting liability

The Outside Directors and Outside Audit & Supervisory Board Members of the Company have, in accordance with the provisions of paragraph (1) of Article 427 of the Companies Act, concluded agreements limiting their liability for damages as provided for in paragraph (1) of Article 423 of the same act. The maximum amount of the liability for damages under these agreements is the minimum amount of liability as prescribed in relevant laws and regulations.

## 3. Summary of content of executive liability insurance policy, etc.

The Company has concluded a liability insurance agreement for officers as prescribed in paragraph (1) of Article 430-3 of the Companies Act with an insurance company. The scope of insured persons as provided for in this insurance agreement encompasses the officers of the Company and the officers of subsidiaries of the Company and all premiums shall be assumed in full by the Company. This insurance agreement covers damages arising from the assumption of liability by insured persons concerning the execution of duties thereby and from received claims related to the pursuit of the liability of insured persons.

## 4. Amount of remuneration for Directors and Audit & Supervisory Board Members

- (1) The Company has, after respecting to the maximum extent possible the report as submitted by the Nominating and Remuneration Committee, the majority of whose members comprise Outside Directors, determined by way of a resolution adopted at a meeting of the Board of Directors, effective 19 February 2021, the policy for determining the details of the remuneration of individual Directors of the Company. The contents thereof are as follows.

With respect to the remuneration of individual Directors for the current fiscal year, the Board of Directors has respected, to the maximum extent possible, the contents of the report as submitted by the Nominating and Remuneration Committee, the majority of whose members comprise Outside Directors, and determined such remuneration within the scope of the maximum amount of remuneration approved at a general meeting of shareholders. Thus, the details thereof have been deemed to be in accordance with the policy applicable to the determination thereof.

### (i) Basic policy

The basic policy on the remuneration of the Directors of the Company treats remuneration as being linked to shareholder earnings so as to fully function as an incentive for sustainably increasing the value of the company, such that the remuneration of each Director shall be set to an appropriate level based on the duties thereof.

Specifically, the remuneration of an Executive Director shall consist of basic remuneration as fixed remuneration, bonuses as performance-linked remuneration, and share-based remuneration and determined at a meeting of the Board of Directors based on a report submitted by the Nominating and Remuneration Committee. An Outside Director in charge of supervisory functions shall be paid only the basic remuneration in light of the duties thereof.

(ii) Policy on determining the amount of basic remuneration (monetary remuneration) for an individual Director

The basic remuneration for a Director of the Company shall be fixed and monthly and determined in accordance with the Director's position, responsibilities, and number of years in office (hereinafter referred to as "position and other factors") upon comprehensively taking into account the level of basic remuneration at other companies, the Company's performance, and the level of employee salaries.

(iii) Policy on determining the details of performance-linked remuneration and the method by which the amount or number thereof is calculated

For performance-linked remuneration, a cash bonus reflecting key performance indicators (KPI) is paid to raise awareness of the need to increase performance each fiscal year and an amount calculated according to the extent to which financial KPIs, such as consolidated operating income, have been attained for the given fiscal year and the extent to which ESG-related non-financial KPIs have been attained shall be paid within a certain period of time after the results for the given fiscal year have been finalized. Target KPIs and their values shall be set at the time a plan for the fiscal year is formulated to ensure consistency with the plan and reviewed as needed based on a report submitted by the Nominating and Remuneration Committee in response to environmental changes.

(iv) The details of non-monetary remuneration and the policy on determining the method by which the amount or number thereof is calculated

For non-monetary remuneration, share-based remuneration subject to transfer restrictions shall be granted for the purpose of providing an incentive to increase the corporate value of the Company on a sustainable basis and sharing value with shareholders and the number of shares to be granted as determined upon comprehensively taking position and other factors into account shall be provided at a certain time each year. Shares subject to transfer restrictions shall be administered in a dedicated account opened with a securities firm during the term of the restrictions on the transfer thereof in order to prevent their disposition, such as by way of the transfer thereof or the attachment of a security right therein, during the term of the restrictions on the transfer thereof.

(v) Policy on determining the percentages of remuneration for an individual Director accounted for by the amount of monetary remuneration, the amount of performance-linked remuneration, and the amount of non-monetary remuneration

The Nominating and Remuneration Committee shall investigate remuneration percentages by type of Executive Director based on remuneration levels benchmarked against companies of a comparable scale of business as the Company or companies belonging to related industries and business categories as the Company with the weight of performance-linked remuneration and share-based remuneration rising for higher-ranking positions.

(vi) Matters concerning the determination of the details of remuneration for an individual Director

With respect to the amount of remuneration for an individual Director, the Board of Directors shall resolve the amounts of basic remuneration and bonuses for an individual Director and the number of shares to be allocated as share-based remuneration based on the contents of a report submitted by the Nominating and Remuneration Committee, the majority of whose members comprise Outside Directors, with the utmost respect given for such report.

(2) Total amount of remuneration corresponding to the current fiscal year

	Total amount of remuneration etc.	Total amounts of remuneration etc. by type			Number of subject executives
		Basic remuneration	Performance-linked remuneration	Non-monetary remuneration	
Director (Outside Directors)	JPY 83,219 thousand (JPY 19,800 thousand)	JPY 55,800 thousand (JPY 19,800 thousand)	JPY 21,421 thousand (—)	JPY 5,998 thousand (—)	5 persons (3 persons)
Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	JPY 19,312 thousand (JPY 7,245 thousand)	JPY 19,312 thousand (JPY 7,245 thousand)	— (—)	— (—)	5 persons (3 persons)
Total (Outside Officers)	JPY 102,531 thousand (JPY 27,045 thousand)	JPY 75,112 thousand (JPY 27,045 thousand)	JPY 21,421 thousand (—)	JPY 5,998 thousand (—)	10 persons (6 persons)

- (Notes) 1. The amount of remuneration etc. for Directors does not include employee salaries paid to employee Directors.  
2. Bonuses are paid as performance-linked remuneration, and the above includes the amount recorded as the provision for bonuses for officers for the current fiscal year. The method for calculating the amount of performance-linked remuneration of the Company is as described in ""(1) (iii) Policy on determining the details of performance-linked remuneration and the method by which the amount or number thereof is calculated"". As performance indicators forming the basis for calculating the amount of performance-linked remuneration, the following items have been established to be consistent with the annual plan, and the performance results for the performance indicators for the current fiscal year are as follows.

KPI		Target value		Actual value	Evaluation weighting
Financial KPIs	Operating income	Consolidated	JPY 2.64 billion	JPY 2.62 billion	80%
		DH Group Business	JPY 2.01 billion	JPY 2.24 billion	
		AGEST Group Business	JPY 630 million	JPY 380 million	
	ROIC		15.0%	16.7%	
Non-financial KPIs	Various indicators in accordance with the three themes concerning human capital management (promotion of diversity, enhancement of engagement, and improvement of the work environment)	Set target values for each indicator, evaluate them individually, and then perform a comprehensive evaluation		-	20%

3. Non-monetary remuneration consists of the granting of common shares of the Company as share-based remuneration subject to transfer restrictions and the number of shares to be granted as determined upon comprehensively taking performance, position, and other factors into account shall be provided at a certain time each year. The status of payments in the current fiscal year is indicated in ""II.5. The status of shares issued to officers of the Company as compensation for the execution of duties in the current fiscal year"".
4. It was resolved at the 3rd ordinary general meeting of shareholders as held on 29 June 2016 that the total amount of monetary remuneration for Directors shall be no more than JPY 340 million per year (of which the amount per year for Outside Directors shall be no more than JPY 30 million; exclusive of employee salaries paid to Directors who also serve as employees). The number of Directors as of the conclusion of this general meeting of shareholders is five (of whom two are Outside Directors).  
Separately from monetary remuneration, it was resolved at the 8th ordinary general meeting of shareholders as held on 24 June 2021 that the amount of remuneration for the granting of shares subject to transfer restrictions to Directors excluding Outside Directors shall be no more than JPY 260 million per year (exclusive of employee salaries paid to Directors who also serve as employees). The number of Directors excluding Outside Directors as of the conclusion of this general meeting of shareholders is 3.  
It was resolved at the 3rd ordinary general meeting of shareholders as held on June 29, 2016, that the total amount of monetary remuneration for Audit & Supervisory Board Members shall be no more than 24 million JPY per year. The number of Audit & Supervisory Board Members as of the conclusion of this general meeting of shareholders is four (of whom three are Outside Audit & Supervisory Board Members).

5. Matters concerning outside officers

(1) Relationship between the entity where an officer holds an important concurrent position and the Company

Takashi Yanagiya concurrently serves as Chairman of Board of Trustees of Meiji University and

Chairman of Board of Trustees of Nakano Gakuen; however, there is no special relationship between the Company and such entities.

Emiko Murei concurrently serves as Chief of MUREI C.P.A. Office and a professor at Aoyama Gakuin University Graduate School of Professional Accountancy, and an Outside Director (Audit and Supervisory Committee Member) of ARATA CORPORATION; however, there is no special relationship between the Company and such entities.

Ryo Chikasawa concurrently serves as a partner in the Mori Hamada & Matsumoto, and while the Company has concluded a legal advisory agreement with such entity, the amount of remuneration under this arrangement equals less than 1% of the sales of such entity and less than 1% of the consolidated sales of the Company.

Yoko Okano concurrently serves as an attorney at the Gokita and Miura Law Office; however, there is no special relationship between the Company and such entity.

Emiko Akatsu concurrently serves as Representative Director and President of Future Me Company, Ltd. and as an Outside Director of AJIS CO., LTD.; however, there is no special relationship between the Company and such entities.

(2) Status of major activities during the current fiscal year

Category	Name	Status of major activities and an outline of duties carried out in connection with the role expected of the Outside Director
Outside Director	Takashi Yanagiya	<p>He attended sixteen out of sixteen meetings of the Board of Directors held in the current fiscal year.</p> <p>He primarily expresses, based on knowledge derived from his extensive experience as a corporate manager, his opinions on a proactive basis from this perspective at meetings of the Board of Directors and fulfills an appropriate role in ensuring the validity and appropriateness of decision-making, such as by supervising and giving advice from an objective standpoint. He also attended six out of six meetings of the Nominating and Remuneration Committee held in the current fiscal year as a member of this committee and carried out supervisory functions in the process of selecting candidates for positions as officers of the Company and the process of determining the remuneration of officers from an objective and neutral standpoint.</p>
Outside Director	Emiko Murei	<p>She attended sixteen out of sixteen meetings of the Board of Directors held in the current fiscal year.</p> <p>She primarily expresses, based on specialized knowledge obtained as a university faculty member and certified public accountant, her opinions on a proactive basis from this perspective at meetings of the Board of Directors and fulfills an appropriate role in ensuring the validity and appropriateness of decision-making, such as by supervising and giving advice from an objective standpoint. She also attended six out of six meetings of the Nominating and Remuneration Committee held in the current fiscal year as a member of this committee and carried out supervisory functions in the process of selecting candidates for positions as officers of the Company and the process of determining the remuneration of officers from an objective and neutral standpoint.</p>
Outside Director	Ryo Chikasawa	<p>He attended sixteen out of sixteen meetings of the Board of Directors held in the current fiscal year.</p> <p>He primarily expresses, based on specialized knowledge obtained as an attorney, his opinions on a proactive basis from this perspective at meetings of the Board of Directors and fulfills an appropriate role in ensuring the validity and appropriateness of decision-making, such as by supervising and giving advice from an objective standpoint. He also attended six out of six meetings of the Nominating and Remuneration Committee held in the current fiscal year as a member of this committee and carried out supervisory functions in the process of selecting candidates for positions as officers of the Company and the process of determining the remuneration of officers from an objective and neutral standpoint.</p>
Outside Audit & Supervisory Board Member	Yoko Okano	<p>She attended sixteen out of sixteen meetings of the Board of Directors and twelve out of twelve meetings of the Audit &amp; Supervisory Board held in the current fiscal year.</p> <p>She primarily makes, based on specialized knowledge obtained as an attorney, necessary statements from this perspective in deliberations on proposals at meetings of the Board of Directors. She also makes timely, necessary statements on compliance at meetings of the Audit &amp; Supervisory Board.</p>
Outside Audit & Supervisory Board Member	Emiko Akatsu	<p>Following her appointment on 26 June 2025, she attended thirteen out of thirteen meetings of the Board of Directors and nine out of ten meetings of the Audit &amp; Supervisory Board held thereafter.</p> <p>She primarily makes, based on specialized knowledge relating to human resources and organizational development and human resources strategy, necessary statements from this perspective in deliberations on proposals at meetings of the Board of Directors. She also makes timely, necessary statements at meetings of the Audit &amp; Supervisory Board.</p>

## V. Status of the Accounting Auditor

### 1. Name of the Accounting Auditor

Grant Thornton Taiyo LLC

### 2. Amount of remuneration, etc. paid to the Accounting Auditor corresponding to the current fiscal year

Category	Amount of remuneration for Accounting Auditors corresponding to the current fiscal year
Amount paid	JPY 38,500 thousand
Total amount of money and other property benefits to be paid to the Accounting Auditor by the Company and our subsidiaries	JPY 79,294 thousand

(Notes) 1. As a result of checking results corresponding to audit hours by audit item and by hierarchy in the previous fiscal year's audit plan, changes in the remuneration amount, and the status of the execution of duties by the Accounting Auditor based on the Practical Guidelines for Coordinating with Accounting Auditors as published by the Japan Audit & Supervisory Board Members Association and reviewing the validity of the audit plan and remuneration amount for the current fiscal year, the Company's Audit & Supervisory Board gave its consent as provided for in paragraph (1) of Article 399 of the Companies Act.

2. The audit agreement concluded by and between the Company and the Accounting Auditor does not clearly distinguish amounts of remuneration, etc. for auditing between audits based on the Companies Act and audits based on the Financial Instruments and Exchange Act. As it is also not possible to distinguish these amounts in any practical sense, the sum of these amounts is stated in the amount of remuneration, etc. corresponding to the current fiscal year.

3. While no policy on determining remuneration for audits to be paid to the Company's Accounting Auditor has been set forth, remuneration is determined upon taking the number of days an audit takes to complete, the contents of the work involved, and other factors comprehensively into account.

4. Some of the Company's consolidated subsidiaries have been subject to audits performed by auditing firms other than the Company's Accounting Auditor.

### 3. Contents of non-audit services

Not applicable

### 4. Overview of contracts limiting liability

The Company and the Accounting Auditor, Grant Thornton Taiyo LLC, have concluded an agreement to limit liability for damages as provided for in paragraph (1) of Article 423 of the Companies Act in accordance with the provisions of paragraph (1) of Article 427 of the same Act. The maximum amount of the liability for damages under these agreements is the minimum amount of liability as prescribed in relevant laws and regulations.

5. Policy on determining the dismissal or non-reappointment of the Accounting Auditor

The Audit & Supervisory Board shall decide that the dismissal or non-reappointment of the Accounting Auditor shall be made a purpose of a general meeting of shareholders where the execution of the duties of the Accounting Auditor is impeded or where otherwise deemed necessary.

The Audit & Supervisory Board shall dismiss the Accounting Auditor with the unanimous consent of the Audit & Supervisory Board Members where it is deemed that the Accounting Auditor falls under any of the items set forth in paragraph (1) of Article 340 of the Companies Act. In such a case, an Audit & Supervisory Board Member elected by the Audit & Supervisory Board shall report the fact of and the grounds for the dismissal of the Accounting Auditor at the first general meeting of shareholders to be convened subsequent to the dismissal of the Accounting Auditor.

6. Matters concerning any suspension of business currently in effect

Not applicable

7. Matters concerning any suspension of business to which the Company has been subject in the last two years

Not applicable

8. Matters concerning an Accounting Auditor who has resigned or who has been dismissed

Not applicable

## VI. Company systems and policies

### 1. Matters concerning the development of systems for ensuring the appropriateness of operations

The contents of a basic policy on establishing internal control systems as resolved by the Board of Directors are as follows.

- (1) System for ensuring that the execution of duties by the Directors and employees of the Company and the directors and employees of the subsidiaries complies with laws, regulations, and the Articles of Incorporation
  - (i) The Company and its group companies shall, in accordance with the Group Compliance Guidelines, construct a system for ensuring that the execution of duties by the directors and employees of the Company and its group companies complies with laws, regulations, and the Articles of Incorporation as well as with social norms, corporate ethics, and internal rules, and for having such duties executed in an appropriate and sound manner.
  - (ii) The Company shall provide compliance training to the officers and employees of the Group in order to cultivate an awareness of compliance throughout the entire Group.
  - (iii) The Company and its group companies shall take decisive actions in accordance with the law against antisocial forces and organizations that pose a threat to the order and safety of civil society, sever any and all relationships therewith, and refrain from engaging in conduct that has the effect of aiding or abetting the activities thereof.
  - (iv) The Company and its group companies shall develop and operate internal controls in accordance with the Financial Instruments and Exchange Act and other relevant laws and regulations in order to ensure the reliability of financial reporting.
  
- (2) System concerning the retention and management of information pertaining to the execution of duties by the Directors of the Company
  - (i) The Company shall record information pertaining to the execution of duties by its Directors in documents or on electromagnetic media and appropriately retain and manage such information in accordance with relevant laws and regulations and internal rules.
  - (ii) In response to any request to access such information as made by a Director or Audit & Supervisory Board Member, the information in question shall be promptly made available for perusal.
  
- (3) Regulations and other systems concerning the management of the risk of loss by the Company and its subsidiaries
  - (i) The Company shall address risks that could potentially cause losses to the management of the Group in accordance with the Regulations Governing the Management of Group Risks. The Board of Directors, the Risk Management Committee, and other bodies shall study policies for dealing with especially serious risks and shall accurately identify and manage such risks.
  - (ii) In the event that a serious risk materializes, the Company shall establish an emergency response team headed by the President of the Company or a person appointed by the President and appropriately implement countermeasures on a timely basis.
  - (iii) Each group company shall appropriately establish its own risk-management system and crisis-management system.

- (4) Systems to ensure that the efficient execution of the duties of the Directors of the Company and the directors of its subsidiaries
- (i) The Company shall formulate a management strategy for the entire Group and a basic policy to constitute the basis of the management of the Group, provide guidance to group companies, and conduct regular checks of the state of progress for the entire Group through meetings of the boards of directors of group companies, and group companies shall formulate and implement business plans based on such strategy and basic policy.
  - (ii) The Company shall prescribe standards applicable to the chain of command, authority, and other organizational matters in the Group, and group companies shall develop rules and systems in accordance therewith.
- (5) System for ensuring the appropriateness of operations of the corporate group comprising the Company and its subsidiaries
- (i) The Company shall prescribe Regulations Governing the Management of Affiliated Companies, engage in appropriate management and provide appropriate guidance in accordance with the status of group companies based on these regulations and the relevant laws and regulations, and treat the determination of important matters at group companies as matters to be submitted to and subject to approval by the Board of Directors of the Company.
  - (ii) The Company shall build a unity of purpose for the entire Group and instruct and supervise group companies through the directors and other officers of its group companies.
  - (iii) The Company shall dispatch officers to group companies to monitor and supervise them, and the Internal Audit Department of the Company shall conduct audits of the Company and its group companies and otherwise strengthen the audit system in collaboration with Audit & Supervisory Board Members from the standpoint of ensuring compliance with laws and regulations and internal rules by the Company and its group companies.
  - (iv) The Company shall establish an internal reporting system for the Group in order to enable officers and employees of the Group to directly report on compliance matters concerning the Company and its group companies to the Internal Audit Department and Audit & Supervisory Board Members.
  - (v) Each group company shall report important information to the Company via the President of the Company and shall regularly report, via the Company's administrative departments, on the status of progress with respect to sales and business operations, monthly financial statements, and other matters concerning the operations of the group company in general.
- (6) Matters concerning an employee whose assignment has been requested by an Audit & Supervisory Board Member of the Company for the purpose of assisting the Audit & Supervisory Board Member in his or her duties (auxiliary employee), matters concerning the independence of such employee from the Directors of the Company, and matters for ensuring the effectiveness of instructions issued to such employee
- (i) Where an Audit & Supervisory Board Member of the Company has requested the assignment of an auxiliary employee, the Company shall assign a full-time employee or an employee with a concurrent position.

(ii) The auxiliary employee shall comply with the Employment Regulations of the Company; provided, however, that the right to issue commands and orders shall belong to the Company's Audit & Supervisory Board Members, and personnel matters pertaining to the auxiliary employee, such as transfer, personnel evaluation, or disciplinary action, shall be determined with the consent of the Company's Audit & Supervisory Board Members.

(7) System for reporting to the Company's Audit & Supervisory Board Members

(i) The Directors and employees of the Company shall make necessary reports and provide information as requested by the Company's Audit & Supervisory Board Members.

(ii) The directors and employees of the Company and its group companies shall report statutory matters as well as matters that substantially affect the Group, the status of internal audits, and the status of reports made through the Group's internal reporting system to the Company's Audit & Supervisory Board Members.

(8) System for ensuring that persons who report to the Company's Audit & Supervisory Board Members are not subject to disadvantageous treatment as a result thereof

The Company bans the imposition of disadvantageous treatment on any director or employee of the Company or any of its Group companies who has submitted a report to an Audit & Supervisory Board Member of the Company on the grounds that such a report was made and shall ensure that the directors and employees of the Company and its Group companies are fully aware of this ban.

(9) Matters concerning the policy on procedures applicable to prepayments or reimbursements of costs incurred for the execution of duties by the Audit & Supervisory Board Members of the Company and the treatment of costs or debts incurred for the execution of such duties

Where an Audit & Supervisory Board Member of the Company makes a request for the prepayment of costs for the execution of his or her duties, the costs for which the request was made shall be promptly processed except where it is demonstrated that the costs for which the request was made do not need to be incurred for the execution of duties by the Audit & Supervisory Board Member in question.

The Directors of the Company shall take measures to secure a budget to cover costs to be incurred for the execution of duties by the Audit & Supervisory Board Members of the Company so as to ensure the effectiveness of audits.

(10) Other systems to ensure that audits are effectively conducted by the Audit & Supervisory Board Members of the Company

The Audit & Supervisory Board Members of the Company shall, where necessary, conduct hearings of opinions to be obtained from the directors and important employees of the Company and its Group companies.

The Audit & Supervisory Board Members of the Company shall regularly meet with the directors of the Company and its Group companies.

The Audit & Supervisory Board Members of the Company shall attend important meetings of the Company and its Group companies and may verify the status of deliberations concerning and reporting on important matters at these meetings.

The Audit & Supervisory Board Members of the Company shall regularly exchange information and opinions with the Internal Audit Department and the Accounting Auditor and conduct audits in collaboration with each other.

2. Outline of the operational status of systems for ensuring the appropriateness of operations

The main operational status of the aforementioned internal control systems in our 13th fiscal year (April 1, 2025 to March 31, 2026) is as follows.

(1) Compliance initiatives

The Company's compliance initiatives entail efforts to raise awareness of compliance matters among the directors of the Company and its Group companies through the sharing of information and provision of training related to compliance through meetings of the Compliance Committee and other meetings held by the Company and its Group companies in accordance with the Group Compliance Guidelines.

In addition, the Company endeavors to increase the effectiveness of compliance by establishing a reporting system applicable to the entire Group on the basis of an internal reporting system for the Group.

(2) Initiatives concerning the management of the risk of loss and risks

With respect to initiatives concerning the management of risks for the entire Group, risks are ascertained, evaluated, and otherwise managed through meetings of the Compliance Committee and other meetings held by the Company and its Group companies.

(3) Initiatives for ensuring the appropriateness and efficiency of the execution of duties

The Board of Directors of the Company comprises five Directors, including three Outside Directors, and four Audit & Supervisory Board Members, including two Outside Audit & Supervisory Board Members. In our 13th fiscal year (April 1, 2025 to March 31, 2026), sixteen meetings of the Board of Directors were held to allow the Board of Directors to engage in deliberations to confirm the status of the execution of duties by Directors, confirm the status of the operations at each Group company, analyze the performance of the Company and its Group companies, and deal with other relevant matters and oversee the status of the execution of duties by the directors of the Company and its Group companies and other relevant matters. In addition, officers dispatched by the Company are appropriately involved in important decision-making matters pertaining to management at Group companies and such matters are also submitted to and approved at meetings of the Board of Directors of the Company in accordance with the Regulations Governing the Management of Affiliated Companies as prescribed by the Company and rules of authority as prescribed by each Group company.

(4) Execution of duties by Audit & Supervisory Board Members

Audit & Supervisory Board Members shall attend meetings of the Board of Directors and other committees of the Company and major meetings held by subsidiaries to confirm the status of deliberations and reports concerning important matters and share information at meetings of the Board of Auditors in accordance with the audit plan. In addition, Audit & Supervisory Board Members shall endeavor to ascertain a broad range of risks through operational audits conducted in collaboration with the Internal Audit Department and interviews with officers and employees and shall regularly meet with the Accounting Auditor.

3. Basic policy on control of the Company

There are no particular stipulations that have been made by the Company with respect to a basic policy concerning persons with control over decisions on the financial and business policies of the Company.

4. Matters concerning transactions with a parent company, etc.

Not applicable

5. Policy on the determination of dividends from surplus, etc.

The Company positions returning profits to shareholders as one of its important management issues and has established a basic policy of paying continuous and stable dividends based on progressive dividends, while securing internal reserves necessary for investment in business growth and the strengthening of its management foundation. In addition, the Articles of Incorporation stipulate that the Company's basic policy is to distribute dividends from surplus twice a year, which shall consist of an interim dividend and a year-end dividend, and that both such dividends may be determined through resolutions adopted at meetings of the Board of Directors in order to enable their flexible implementation.

In accordance with this basic policy, the annual dividend per share for the current term was set at JPY 25.00, an increase of JPY 2.00 from the previous term (JPY 11.50 interim dividend and JPY 13.50 year-end dividend). The annual dividend from surplus for the next term is slated to be JPY 25.00 per share (JPY 12.50 interim dividend and JPY 12.50 year-end dividend).

We will also work to further increase our corporate value by effectively harnessing our internal reserves after dividends as funds for further expanding our existing businesses and investing in new businesses and endeavoring to sustainably improve our performance and maintain and enhance our return on shareholders' equity (ROE).

Matters concerning the year-end dividend

- (1) Matters concerning the allocation of dividend assets to shareholders and the total amount thereof

JPY 13.50 per common share of the Company; total amount of JPY 301,033 thousand

- (2) Effective date of the distribution of the dividend from surplus

June 10, 2026

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Note: Monetary amounts indicated in this Business Report are rounded down to the nearest unit.

## Consolidated Balance Sheet

(As of March 31, 2026)

(Unit: JPY thousand)

Account	Amount	Account	Amount
(Assets)		(Liabilities)	
Current assets	14,031,100	current liabilities	11,187,790
Cash and deposits	7,132,151	Short-term loans payable	5,672,900
Notes and accounts receivable-trade and contract assets	5,418,201	Accounts payable-other	1,929,558
Inventories	69,461	Accrued expenses	1,447,086
Income taxes receivable	447,358	Income taxes payable	484,102
Other	1,045,233	Accrued consumption taxes	555,261
Allowance for doubtful accounts	-81,305	Provision for bonuses	227,625
Noncurrent assets	7,500,747	Provision for directors' bonuses	30,929
Property, plant and equipment	1,620,049	Other	840,327
Buildings	699,785	Noncurrent liabilities	382,490
Vehicles	0	Deferred tax liabilities	169,491
Tools, furniture and fixtures	805,824	Net defined benefit liability	18,570
Land	17,568	Asset retirement obligations	109,756
Lease assets	96,872	Other	84,671
Intangible fixed assets	2,770,770	Total liabilities	11,570,281
Goodwill	1,790,588	(Net assets)	
Other	980,182	Shareholders' equity	8,517,429
Investments and other assets	3,109,927	Capital stock	300,686
Investment securities	1,341,538	Capital surplus	63,686
Deferred tax assets	386,263	Retained earnings	9,945,478
Lease and guarantee deposits	876,491	Treasury stock	-1,792,421
Other	512,312	Accumulated other comprehensive income	1,112,583
Allowance for doubtful accounts	-6,678	Valuation difference on available-for-sale securities	-27,526
		Foreign currency translation adjustment	1,140,109
		Non-controlling interests	331,554
		Total net assets	9,961,567
Total assets	21,531,848	Total liabilities and net assets	21,531,848

Note: Indicated monetary amounts are rounded down to the nearest thousand JPY.

## Consolidated Income Statement

( From April 1, 2025  
to March 31, 2026 )

(Unit: JPY thousand)

Account	Amount	
Net sales		38,928,746
Cost of sales		28,927,860
Gross profit		10,000,886
Selling, general, and administrative expenses		7,374,720
Operating income		2,626,166
Non-operating income		
Interest income	36,324	
Subsidy income	63,284	
Other	22,978	122,587
Non-operating expenses		
Interest expenses	49,971	
Equity in losses of affiliates	83,738	
Foreign exchange losses	10,249	
Other	22,026	165,986
Ordinary income		2,582,767
Extraordinary loss		
Loss on retirement of noncurrent assets	2,392	
Impairment loss	238,030	
Loss on valuation of investment securities	344,719	
Special retirement allowances	140,874	726,016
Net income before taxes		1,856,750
Income taxes-current	789,064	
Income taxes-deferred	-145,200	643,864
Current net income		1,212,886
Net income attributable to non-controlling interests		31,218
Net income attributable to owners of the parent		1,181,667

Note: Indicated monetary amounts are rounded down to the nearest thousand JPY.

## Balance Sheet

(As of March 31, 2026)

(Unit: JPY thousand)

Account	Amount	Account	Amount
(Assets)		(Liabilities)	
Current assets	957,342	current liabilities	6,831,612
Cash and deposits	325,896	Short-term loans payable	6,659,730
Prepaid expenses	57,042	Accounts payable-other	74,766
Accounts receivable - other	143,691	Accrued expenses	19,546
Short-term loans to subsidiaries and affiliates	360,000	Income taxes payable	4,788
Income taxes receivable	4,713	Deposits received	10,020
Other	65,998	Provision for bonuses	8,987
Noncurrent assets	9,239,019	Provision for directors' bonuses	21,421
Property, plant and equipment	97,678	Dividends payable	2,533
Buildings	69,459	Other	29,819
Tools, furniture and fixtures	28,218	Total liabilities	6,831,612
Intangible fixed assets	81,864	(Net assets)	
Software	64,089	Shareholders' equity	3,392,275
Trademark rights	13,042	Capital stock	300,686
Other	4,732	Capital surplus	3,034,908
Investments and other assets	9,059,477	Legal capital surplus	300,686
Investment securities	528,175	Other capital surplus	2,734,221
Shares of subsidiaries and associates	7,927,733	Retained earnings	1,849,102
Investments in subsidiaries and affiliates	4,636	Other retained earnings	1,849,102
Long-term loans to subsidiaries and affiliates	1,770,000	Retained earnings brought forward	1,849,102
Deferred tax assets	99,896	Treasury stock	-1,792,421
Other	102,798	Valuation and translation adjustments	-27,526
Allowance for doubtful accounts	-1,373,763	Valuation difference on available-for-sale securities	-27,526
		Total net assets	3,364,749
Total assets	10,196,362	Total liabilities and net assets	10,196,362

Note: Indicated monetary amounts are rounded down to the nearest thousand JPY.

## Income Statement

( From April 1, 2025  
to March 31, 2026 )

(Unit: JPY thousand)

Account	Amount	
Operating revenue		
Consulting fee income	1,545,692	
Fiduciary obligation fee	10,657	
Dividends from subsidiaries and affiliates	20,920	1,577,270
Operating expenses		1,505,868
Operating income		71,402
Non-operating income		
Interest income	23,761	
Reversal of allowance for doubtful accounts	72,265	
Other	4,103	100,129
Non-operating expenses		
Interest expenses	43,019	
Foreign exchange losses	179	
Loss on investments in limited liability partnership	13,280	
Other	3,457	59,937
Ordinary income		111,594
Extraordinary loss		
Loss on valuation of investment securities	342,815	
Loss on valuation of stocks of subsidiaries and affiliates	172,812	515,628
Current net loss before taxes		-404,033
Income taxes-current	43,473	
Income taxes-deferred	-96,403	-52,930
Net loss		-351,103

Note: Indicated monetary amounts are rounded down to the nearest thousand JPY.

Audit report by the Accounting Auditor on the consolidated financial statements

Independent Auditor's Report

May 21, 2026

To the Board of Directors of  
DIGITAL HEARTS HOLDINGS Co., Ltd.

Grant Thornton Taiyo LLC  
Tokyo Office

Designated Limited Liability Partner	Certified Public Accountant	Kenichi Nakamura
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Designated Limited Liability Partner	Certified Public Accountant	Jun Ono
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Auditor's opinion

We conducted an audit of consolidated financial statements consisting of the consolidated balance sheet, consolidated income statement, consolidated statement of changes in shareholders' equity, and notes to the consolidated financial statements corresponding to the consolidated fiscal year extending from April 1, 2025 to March 31, 2026 of DIGITAL HEARTS HOLDINGS Co., Ltd., in accordance with the provisions of paragraph (4) of Article 444 of the Companies Act.

It is our opinion that the aforementioned consolidated financial statements properly present, in all material respects, the financial situation and situation in terms of profit and loss as pertains to the period corresponding to the consolidated financial statements in question of the corporate group that comprises DIGITAL HEARTS HOLDINGS Co., Ltd., and its consolidated subsidiaries in accordance with generally accepted principles of auditing in Japan.

Evidence for the auditor's opinion

We conducted our audit in accordance with generally accepted principles of auditing in Japan. Our responsibilities under these principles of auditing are described under "Auditor's responsibilities in auditing of consolidated financial statements." In accordance with rules of professional ethics in Japan (including those applicable to audits of financial statements of entities with high social impact), we are independent from the Company and its consolidated subsidiaries and fulfill other ethical responsibilities of an auditor. We believe that we have obtained sufficient and appropriate grounds for auditing to serve as the basis for statement of our opinion on the audit.

Other Information

The other information comprises the business report and supplementary schedules. Management is responsible for the preparation and disclosure of the other information. The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the performance of the duties of the directors in maintenance and operation of the reporting process for the other information.

The other information is not included in the scope of our audit opinion on the consolidated financial statements, and we do not express an opinion on the other information.

In auditing the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether there are any material inconsistencies between the other information and the consolidated financial statements or our knowledge obtained in the audit, and also to pay attention to whether there are indications of material misstatement in the other information other than such material inconsistencies.

Based on the work performed, if we conclude that there is a material misstatement in the other information, we are required to report that fact.

We have nothing to report regarding the other information.

Responsibilities of management, the Audit & Supervisory Board Members, and the Audit & Supervisory Board regarding the consolidated financial statements

Management is responsible for proper preparation of consolidated financial statements conforming to generally accepted principles of corporate accounting in Japan. This includes the development and operation of internal controls as deemed necessary by management for the purpose of preparation of consolidated financial statements that present information accurately and are free from material misrepresentation due to malfeasance or error.

In preparing the consolidated financial statements, management is responsible for assessing the propriety of preparing consolidated financial statements based on the going-concern assumption and disclosing, as necessary, matters related to the going-concern assumption in accordance with generally accepted principles of corporate accounting in Japan.

The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the performance of the duties of the directors in maintenance and operation of the financial reporting process.

#### Responsibilities of Audit & Supervisory Board Members in an audit of the consolidated financial statements

Our responsibilities are to secure, based on our audit, reasonable assurance concerning whether or not the consolidated financial statements as a whole are free from material misrepresentation due to malfeasance or error and to state, in the audit report, an independent opinion on the consolidated financial statements. Misstatement may arise due to malfeasance or error, and it is judged to constitute material misstatement if it reasonably can be expected to impact decision-making by users of the consolidated financial statements, either individually or in sum.

Through the audit process in accordance with generally accepted principles of auditing in Japan, we implemented the following measures based on our judgment as specialists and a professional spirit of skeptical inquiry:

- Identify and assess the risks of material misstatement due to malfeasance or error. Drafting and implementation of audit procedures suited to the risks of material misrepresentation; Making judgments on selection and application of audit procedures; and, Securing sufficient and appropriate audit evidence to serve as the basis for statement of our opinion.
- Although the purpose of an audit of consolidated financial statements is not to express an opinion on the effectiveness of internal control, in performing risk assessment we consider internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of the accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the appropriateness of related notes.
- Conclude on whether management's use of the going-concern basis of accounting in preparing the consolidated financial statements is appropriate and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the going-concern assumption. If any material uncertainties are recognized regarding the going-concern assumption, attention must be drawn to the notes to the consolidated financial statements in the audit report. If the notes to the consolidated financial statements concerning material uncertainties are inappropriate, then an opinion must be expressed that mentions such exceptions to the consolidated financial statements. The auditor's conclusions are based on audit evidence obtained through the date of the audit report, and there is a possibility that future events or conditions could make it impossible for the Company to continue as a going concern.
- Evaluate whether the presentation and notes of the consolidated financial statements are in accordance with generally accepted principles of corporate accounting in Japan, as well as the presentation, structure and content of the consolidated financial statements, including the related notes, and whether the consolidated financial statements fairly present the underlying transactions and accounting events.
- Plan and perform the audit of the consolidated financial statements in order to obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries that provides a basis for expressing an opinion on the consolidated financial statements. We are responsible for direction, supervision and review of the audit of the consolidated financial statements. We are responsible for expression of an independent audit opinion.

We report to the Audit & Supervisory Board Members and the Audit & Supervisory Board on the scope and timing of the planned audit; any material discoveries of the audit, including material deficiencies in internal controls systems identified in the process of auditing; and other matters required under auditing standards.

We report to the Audit & Supervisory Board Members and the Audit & Supervisory Board that we have complied with the rules of professional ethics in Japan regarding independence, and on matters that may reasonably be considered to affect the auditor's independence, as well as the details of measures taken to eliminate impediments or, where safeguards have been applied to reduce impediments to an acceptable level, the details thereof.

#### Conflicts of interest

There are no conflicts of interest between the Company / consolidated subsidiaries and our firm or the Engagement Partners that should be disclosed under the provisions of the Certified Public Accountants Act.

End of document

Audit Report of the Accounting Auditor

<u>Independent Auditor's Report</u>			<u>May 21, 2026</u>
<u>To the Board of Directors of</u> <u>DIGITAL HEARTS HOLDINGS Co., Ltd.</u>			
<u>Grant Thornton Taiyo LLC</u> <u>Tokyo Office</u>			
Designated Limited Liability Partner	Certified Public Accountant		Kenichi Nakamura
Designated Limited Liability Partner	Certified Public Accountant		Jun Ono
Engagement Partner			
Engagement Partner			
Auditor's opinion			
In accordance with the provisions of item (i) of paragraph (2) of Article 436 of the Companies Act, we conducted an audit of the financial statements of DIGITAL HEARTS HOLDINGS Co., Ltd. for the 13th fiscal year from April 1, 2025 to March 31, 2026, namely, the balance sheet, income statement, statement of changes in shareholders' equity and notes to the financial statements, and supplementary schedules related thereto (hereinafter referred to as "financial statements," etc.).			
It is our opinion that the aforementioned financial statements properly present, in all material respects, the financial situation and situation in terms of profit and loss as pertains to the period corresponding to the financial statements in question in accordance with generally accepted principles of auditing in Japan.			
Evidence for the auditor's opinion			
We conducted our audit in accordance with generally accepted principles of auditing in Japan. Our responsibilities under these principles of auditing are described under "Auditor's responsibilities in auditing of financial statements." In accordance with rules of professional ethics in Japan (including those applicable to audits of financial statements of entities with high social impact), we are independent from the Company and fulfill other ethical responsibilities of an auditor. We believe that we have obtained sufficient and appropriate grounds for auditing to serve as the basis for statement of our opinion on the audit.			
Other Information			
The other information comprises the business report and supplementary schedules. Management is responsible for the preparation and disclosure of the other information. The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the performance of the duties of the directors in maintenance and operation of the reporting process for the other information.			
The other information is not included in the scope of our audit opinion on the financial statements, etc., and we do not express an opinion on the other information.			
In auditing the financial statements, etc., our responsibility is to read the other information and, in doing so, consider whether there are any material inconsistencies between the other information and the financial statements, etc. or our knowledge obtained in the audit, and also to pay attention to whether there are indications of material misstatement in the other information other than such material inconsistencies.			
Based on the work performed, if we conclude that there is a material misstatement in the other information, we are required to report that fact.			
We have nothing to report regarding the other information.			

Responsibilities of management, Audit & Supervisory Board Members, and the Audit & Supervisory Board regarding the financial statements

Management is responsible for proper preparation of financial statements conforming to generally accepted principles of corporate accounting in Japan. This includes the development and operation of internal controls as deemed necessary by management for the purpose of preparation of financial statements that present information accurately and are free from material misrepresentation due to malfeasance or error.

In preparing the financial statements, management is responsible for assessing the propriety of preparing financial statements based on the going-concern assumption and disclosing, as necessary, matters related to the going-concern assumption in accordance with generally accepted principles of corporate accounting in Japan.

The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the performance of the duties of the directors in maintenance and operation of the financial reporting process.

Responsibilities of Audit & Supervisory Board Members in an audit of the financial statements

Our responsibilities are to secure, based on our audit, reasonable assurance concerning whether or not the financial statements as a whole are free from material misrepresentation due to malfeasance or error and to state, in the audit report, an independent opinion on the financial statements. Misstatement may arise due to malfeasance or error, and it is judged to constitute material misstatement if it reasonably can be expected to impact decision-making by users of the financial statements, either individually or in sum.

Through the audit process in accordance with generally accepted principles of auditing in Japan, we implemented the following measures based on our judgment as specialists and a professional spirit of skeptical inquiry:

- Identify and assess the risks of material misstatement due to malfeasance or error. Drafting and implementation of audit procedures suited to the risks of material misrepresentation; Making judgments on selection and application of audit procedures; and, Securing sufficient and appropriate audit evidence to serve as the basis for statement of our opinion.
- While the purpose of an audit of the financial statements is not to express an opinion on the effectiveness of internal control, the auditor considers internal control relevant to the audit in order to design audit procedures appropriate in the circumstances when performing risk assessment.
- Evaluate the appropriateness of the accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the appropriateness of related notes.
- Conclude on whether management's use of the going-concern basis of accounting in preparing the financial statements is appropriate, and whether, based on the audit evidence obtained, a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If any material uncertainties are recognized regarding the going-concern assumption, attention must be drawn to the notes to the financial statements in the audit report. If the notes to the financial statements concerning material uncertainties are inappropriate, then an opinion must be expressed that mentions such exceptions to the financial statements. The auditor's conclusions are based on audit evidence obtained through the date of the audit report, and there is a possibility that future events or conditions could make it impossible for the Company to continue as a going concern.
- Evaluate whether the presentation and notes in the financial statements comply with generally accepted corporate accounting standards in Japan, and evaluate the presentation, structure and content of the financial statements, including the related notes, and whether the financial statements faithfully represent the underlying transactions and accounting events.

We report to the Audit & Supervisory Board Members and the Audit & Supervisory Board on the scope and timing of the planned audit; any material discoveries of the audit, including material deficiencies in internal controls systems identified in the process of auditing; and other matters required under auditing standards.

We report to the Audit & Supervisory Board Members and the Audit & Supervisory Board that we have complied with the rules of professional ethics in Japan regarding independence, and on matters that may reasonably be considered to affect the auditor's independence, as well as the details of measures taken to eliminate impediments or, where safeguards have been applied to reduce impediments to an acceptable level, the details thereof.

Conflicts of interest

There are no conflicts of interest between the Company and our firm or the Engagement Partners that should be disclosed under the provisions of the Certified Public Accountants Act.

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## Audit report of the Audit & Supervisory Board

### Audit & Supervisory Board Member's Report

After deliberation, we prepared this audit report based on audit reports prepared by each Audit & Supervisory Board Member regarding the execution of duties by Directors during the 13th fiscal year from April 1, 2025 to March 31, 2026, and hereby report as follows.

1. Method by which Audit & Supervisory Board Members and the Audit & Supervisory Board conducted the audit and the contents thereof

- (1) The Audit & Supervisory Board established an audit policy, allocation of duties, etc., received reports from each Audit & Supervisory Board Member on the status and results of the audit, and also received reports from Directors and other relevant persons and the accounting auditor on the status of execution of their duties, requesting explanations where necessary.
- (2) In accordance with the standards applicable to audits by Audit & Supervisory Board Members as prescribed by the Audit & Supervisory Board, and in line with the audit policy, allocation of duties, etc., each Audit & Supervisory Board Member communicated with Directors, the internal audit department and other employees, endeavored to collect information and develop an audit environment, and conducted the audit as follows:
  - (i) Attended meetings of the Board of Directors and other important meetings, received reports from Directors and employees on the status of execution of their duties, requested explanations where necessary, reviewed important approval documents and other materials, and investigated the status of operations and assets at the head office and principal business locations. In addition, each Audit & Supervisory Board Member endeavored to communicate and exchange information with directors, auditors, and other parties at subsidiaries and received reports on business from subsidiaries as required.
  - (ii) With respect to the contents of the Board of Directors' resolutions regarding development of the systems prescribed in Article 100, paragraphs (1) and (3) of the Ordinance for Enforcement of the Companies Act as necessary to ensure that the execution of duties by Directors stated in the business report complies with laws and regulations and the Articles of Incorporation, and to otherwise ensure the appropriateness of operations of the corporate group consisting of the Company and its subsidiaries, and with respect to the systems developed based on such resolutions (internal control systems), we periodically received reports from Directors and employees regarding the status of their establishment and operation, requested explanations where necessary, and expressed our opinions.
  - (iii) Monitored and verified whether the accounting auditor maintained an independent position and conducted an appropriate audit, received reports from the accounting auditor on the status of execution of its duties, and requested explanations where necessary. We also received notice from the accounting auditor that a "system for ensuring that duties are properly performed" (matters set forth in each item of Article 131 of the Ordinance on Company Accounting) has been developed in accordance with the "Quality Control Standards for Audits" (Business Accounting Council), etc., and requested explanations where necessary.

Based on the above methods, we examined the business report and its supplementary schedules, the financial statements (balance sheet, income statement, statement of changes in shareholders' equity and individual notes) and their supplementary schedules, as well as the consolidated financial statements (consolidated balance sheet, consolidated income statement, consolidated statement of changes in shareholders' equity and consolidated notes) for the relevant fiscal year.

2. Audit results

(1) Results of the audit of the business report and other documents

- (i) We find that the business report and its supplementary schedules correctly present the condition of the Company in accordance with laws and regulations and the Articles of Incorporation.
- (ii) We found no fraudulent act or material fact in violation of laws and regulations or the Articles of Incorporation with respect to the execution of duties by the Directors.
- (iii) We find the contents of the Board of Directors' resolutions regarding internal control systems to be appropriate. In our opinion, there are also no matters that need to be pointed out as regards the contents of the business report or the execution of duties by Directors in connection with these internal control systems.

(2) Results of the audit of the financial statements and their supplementary schedules

We find that the auditing methods and results of the accounting auditor, Grant Thornton Taiyo LLC, are appropriate.

(3) Results of the audit of the consolidated financial statements

We find that the auditing methods and results of the accounting auditor, Grant Thornton Taiyo LLC, are appropriate.

May 22, 2026

Audit & Supervisory Board, DIGITAL HEARTS HOLDINGS Co., Ltd.

Standing Audit & Supervisory Board Member

Masahide Date

Audit & Supervisory Board Member

Keiya Kazama

Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)

Yoko Okano

Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)

Emiko Akatsu

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## Map for arriving at the venue for our general meeting of shareholders

3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo  
Conference Room 1b, 7F, Tokyo Opera City Tower  
TEL 03-5333-1231

(Take any elevator from the second floor to arrive at the seventh floor.)

- We ask for your understanding as there are no gifts at the general meeting of shareholder.
- The exercise of voting rights at this general meeting of shareholder can be conducted in writing or via the Internet in advance. Therefore, please be sure to use the voting rights at this general meeting of shareholders.

- Transportation information  
3-minute walk from the east exit of the Keio New Line (heading towards the Toei Shinjuku Line) [Hatsudai Station]