



March 31, 2026

Company name: V-cube, Inc.

President & Group CEO: Naoaki Mashita

Tokyo Stock Exchange, Prime Market (stock code: 3681)

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Notice Concerning Expected Designation of the Company's Shares as Securities Under Supervision (Confirmation) Due to Falling Under Delisting Criteria and Conclusion of Sponsor Basic Agreement

V-cube, Inc. (the "Company") has been in an improvement period regarding the net assets criterion of the listing maintenance criteria for the Prime Market of Tokyo Stock Exchange, Inc. (the "TSE"). As announced in the "Notice Concerning Recording of Non-operating Expenses and Extraordinary Losses, Increase in Valuation Difference on Available-for-sale Securities, and Difference Between Earnings Forecasts and Actual Results" and the "Consolidated Financial Results for the Fiscal Year Ended December 31, 2025 [Japanese GAAP]" dated March 31, 2026, the Company's liabilities exceeded its assets (meaning that the amount of net assets is not a positive value; the same shall apply hereinafter) for the fiscal year ended December 31, 2025, following the same situation in the fiscal year ended December 31, 2024. Consequently, there is a risk that the Company's shares will fall under the delisting criteria set forth in Rule 601, Paragraph 1, Item 1 of the Securities Listing Regulations in cases where it does not satisfy the criterion set forth in Rule 501, Paragraph 1, Item 2, Sub-item (d) of the same Regulations (requiring the amount of net assets to be positive at the end of a listed company's business year).

Furthermore, as described in the "Notice Concerning Delay in Filing of Annual Securities Report for the Fiscal Year Ended December 31, 2025 and Prospect of Designation of the Company's Shares as Securities Under Supervision (Confirmation)" dated March 31, 2026, it is expected that the Company will be unable to file its Annual Securities Report for the fiscal year ended December 31, 2025 by the filing deadline of March 31, 2026. For this reason, the Company's shares have been designated as Securities Under Supervision (Confirmation) as of today. If the TSE confirms that the Company has been in a state of negative net assets for two consecutive years based on the Annual Securities Report to be filed, the Company's shares will be designated as Securities to be Delisted (Rule 609 of the Securities Listing Regulations). (In connection with this event, the scheduled date of delisting is July 1, 2026 (Wednesday), which is the day on which six months have elapsed from the day following the last day of the improvement period, pursuant to Rule 607 of the Securities Listing Regulations and Rule 603, Item 1 of the Enforcement Rules thereof).

Under these circumstances, from the perspective of minimizing the impact on the Company's shareholders to the extent possible, the Company resolved at its Board of Directors meeting held today to conclude a Sponsor Framework Agreement with Japan Innovation Investment ("J-INC"). Moving forward, subject to the final confirmation of a market check and approval at the Company's Extraordinary General Meeting of Shareholders scheduled for June this year, and on the condition that all conditions precedent specified in the Sponsor Framework Agreement are satisfied and a legally binding final agreement is concluded with J-INC, the Company plans to conduct a third-party allotment to an SPC established by J-INC (the "SPC") and execute a transaction to make the Company a wholly-owned subsidiary of the SPC through a consolidation of shares (the "Transaction"). Through this, the Company aims to drastically improve its net asset position, reduce existing borrowings, and work toward corporate revitalization.

We sincerely apologize for the significant concern and inconvenience this may cause to our shareholders.

The economic terms agreed upon in the Sponsor Framework Agreement are as follows, and details will be agreed upon

in a legally binding final agreement (the "Final Agreement") that the Company and J-INC aim to conclude between late April and early May 2026. For details of the Sponsor Framework Agreement, please refer to "2. (2) Details of the Sponsor Framework Agreement with J-INC" below.

- The Company will issue shares of a class and with details to be agreed upon in the Final Agreement (provided that they shall be class shares with voting rights that are not identical to the Company's common shares and shall not have any right to request acquisition or acquisition clause in exchange for common shares; hereinafter referred to as the "Subject Shares") to the SPC established by J-INC through a third-party allotment (the "Third-Party Allotment"). The allotment price for the Third-Party Allotment (the "Paid-in Amount") is expected to be 28.4 yen per Subject Share (totaling 2,000 million yen).
(*) The SPC will not acquire common shares of the Company through the Third-Party Allotment.
- After completion of the Third-Party Allotment, a squeeze-out through a consolidation of shares (the "Squeeze-out") will be conducted to make the Company a wholly-owned subsidiary of the SPC. The consideration for the Squeeze-out (the "Squeeze-out Price") is expected to be 40.0 yen per share (a level that adds a premium of approximately 41% to the allotment price above).

As described above, if approval for the execution of the Transaction is obtained at the Company's Extraordinary General Meeting of Shareholders scheduled for June this year following the final confirmation of the market check, and the Transaction is executed, the Company's shares are expected to be delisted. The scheduled date of delisting due to the Squeeze-out is expected to be June 26, 2026 (Friday), as per the "3. Other Matters Necessary for Investors to Appropriately Understand and Evaluate the Provided Information" below.

1. Overview of Facts Leading to Delisting and the Background

(1) Background to the negative net assets for two consecutive years

In the fiscal year ended December 31, 2024, the Company recorded a negative net asset (liabilities exceeding assets) of approximately 121.8 million yen. This was primarily due to sluggish performance in the Event DX business, particularly at U.S.-based TEN Holdings, Inc. ("TEN"), following a full impairment of goodwill recorded upon the acquisition of TEN in 2023, as well as impairment losses on certain software in domestic operations. In response, the Company announced its "Plan and Progress Toward Compliance with Listing Maintenance Criteria (Market Capitalization of Tradable Shares and Net Assets Criterion)" on March 31, 2025, outlining its plan to eliminate the negative net asset position by December 2025.

During the fiscal year ended December 31, 2025, as disclosed in progress reports, the Company worked on improving its financial condition. In February 2025, the Company's net asset position recovered to a positive value following a fund-raising associated with TEN's NASDAQ listing. Simultaneously, the Company pursued measures to exclude TEN from consolidation. Based on consultations with accounting auditors regarding the method of exclusion, the Company judged that it was highly likely to avoid negative net assets for two consecutive years and disclosed this periodically.

However, in December 2025, during preliminary discussions with accounting auditors for the year-end closing, it was pointed out that large impairment losses might occur regarding assets related to the domestic Event DX business.

Furthermore, although TEN conducted fund-raising in December 2025, its exclusion from consolidation was not completed by the end of the fiscal year. This resulted in the erosion of consolidated net assets due to TEN's significantly sluggish performance, and the auditor also pointed out potential impairment losses on software held by TEN.

To avoid negative net assets for two consecutive years, the Company secured approximately 600 million yen in net assets by selling investment securities as a net asset enhancement measure within the limited time before the end of December 2025.

Entering 2026, the Company continued earnest discussions with the accounting auditor, supported by external consultants in formulating a business plan. At TEN, discussions were also held with local auditors regarding the necessity of recording impairment losses.

However, the accounting auditor did not agree with the validity of the Company's business plan for the domestic Event DX business or the fair value calculation method for TEN's software impairment test. As a result, the Company recorded an impairment loss of 1,993 million yen for the fiscal year ended December 31, 2025.

Consequently, the consolidated net assets as of the end of December 2025 became negative 655 million yen, risking a

violation of delisting criteria. Accordingly, a "Note on Going Concern Assumption" has been included in the notes to the consolidated financial statements for the fiscal year ended December 31, 2025.

We sincerely apologize for the significant concern and inconvenience this may cause to our shareholders.

(2) Status of loans from financial institutions

As announced on November 28, 2025, the Company had reached an agreement with all its lending financial institutions—including a syndicated loan with MUFG Bank, Ltd. as the arranger and MUFG Bank, Ltd. and Mizuho Bank, Ltd. as participating institutions—to temporarily suspend scheduled repayments and maintain loan balances until the end of March 2026.

In light of the background described in (1) above and the conclusion of the Sponsor Framework Agreement with J-INC detailed in "2. Future Outlook," the Company consulted with all financial institutions and agreed to extend the aforementioned deadline to the end of April 2026. The Company plans to use this period to reach an agreement on a repayment plan for its debt obligations.

2. Future Outlook

(1) Sponsor selection process

A. Initial consideration process

From late December 2025, in light of its financial condition and discussions with auditors, the Company began considering concrete measures for its continued development, including the possibility of going private to enhance corporate value and secure the common interests of shareholders. The Company appointed GIP Co., Ltd. ("GIP") as its financial advisor and approached multiple investment funds.

Initially, several investment funds suggested that a series of transactions to make the Company a wholly-owned subsidiary—including a tender offer for the Company's shares together with Mr. Naoaki Mashita (former Representative Director and current Chairman)—could be proposed. Subsequently, on January 7, 2026, the Company received a letter of intent from J-INC expressing interest in an MBO (Management Buyout) through a tender offer and subsequent squeeze-out (the "Initial MBO Proposal"). No other investment funds provided concrete written proposals at that stage.

Given the Initial MBO Proposal constituted an MBO with potential structural conflicts of interest, the Company established a Special Committee to ensure fairness and objectivity in its decision-making process.

However, on March 3, 2026, J-INC notified the Company that it had to withdraw the Initial MBO Proposal due to the results of due diligence and discussions with financial institutions, though it intended to make an alternative proposal. Consideration of the Initial MBO Proposal ended on March 4, 2026. J-INC explained the withdrawal was because the calculated share value was significantly below the market price and obtaining LBO loans was difficult given the Company's current financial situation.

B. Receipt of proposal based on capital enhancement through third-party allotment

J-INC's alternative proposal (the "Initial Capital Enhancement Proposal") did not assume any capital participation by Mr. Naoaki Mashita or other management members. J-INC explained that direct capital injection to repay existing loans was the optimal means to minimize adverse effects on future operations and build a strong financial foundation.

- i. The Company would conduct the Third-Party Allotment to the SPC. The allotment price was expected to be 38.6 yen per share (totaling 2,000 million yen), a level at which J-INC would acquire 66.7% of the total number of issued shares.
- ii. Approximately half of the existing loans would be repaid using the proceeds and cash on hand. The proposal assumed that a consolidated repayment plan could be adjusted with financial institutions for the remaining debt.
- iii. After the Third-Party Allotment, a Squeeze-out would be executed at an expected price of 50.2 yen per share (a premium of approximately 30% to the allotment price).
- iv. These assumptions were contingent on (i) no further payments from the Company to TEN and (ii) full repayment of loans from the Company group to TEN (the "ICL").

In response to this, the Company appointed and approved TMI Associates ("TMI") as a legal advisor independent from J-INC, and GIP as a financial advisor and third-party valuation institution independent from J-INC. We sought necessary advice and deliberated on the Initial Capital Injection Proposal. Furthermore, we recognized that: (i) if the Initial Capital

Injection Proposal were executed, the dilution rate would be 25% or higher, falling under a so-called "large-scale third-party allotment" and involving a change in the controlling shareholder; (ii) in light of the Company's average stock price trends, the payment amount in the Initial Capital Injection Proposal would significantly fall below the payment amount prescribed in the Japan Securities Dealers Association's "Guidelines Concerning the Handling of Third-Party Allotment of New Shares" (April 1, 2010), making it highly probable that it would constitute a "favorable issuance" (issuance at a specially favorable price); and (iii) since the plan involves J-INC making the Company a wholly-owned subsidiary and the subsequent delisting of the Company's common stock, it is necessary to ensure the fairness, transparency, and objectivity of the Company's decision-making process given the significant impact on shareholders.

On the other hand, (iv) since the time available to execute the Initial Capital Injection Proposal before July 1, 2026—the date when the Company's common stock is expected to be delisted due to two consecutive periods of negative net worth—is extremely limited, the Company, in preparation for the execution of the Initial Capital Injection Proposal, resolved at a Board of Directors meeting held on March 5, 2026, to establish an Independent Committee. This committee is composed of four members: Mr. Kenichi Nishimura (Outside Director), Mr. Daiko Matsuyama (Outside Director), Mr. Hidetsugu Akimoto (Outside Director, Audit & Supervisory Committee Member), and Ms. Keiko Komatsu (Outside Director, Audit & Supervisory Committee Member), all of whom are Independent Directors of the Company and maintain a certain degree of independence from the management team. The Board consulted the Independent Committee for its opinion on the necessity and appropriateness of the third-party allotment to J-INC (the "Third-Party Allotment") and other matters deemed necessary by the Independent Committee.

C. Progress of Deliberations by the Independent Committee and Opinions on the Necessity and Appropriateness of the Third-Party Allotment

J-INC's proposal was predicated on J-INC acquiring 66.7% of the total number of issued shares of the Company through the Third-Party Allotment, followed by the execution of a squeeze-out (the "Squeeze-out") using a share consolidation or other methods to make the Company a wholly-owned subsidiary (the share consolidation used for the Squeeze-out is hereinafter referred to as the "Share Consolidation"). Accordingly, when considering the necessity and appropriateness of the Third-Party Allotment, the Independent Committee took into account that the Third-Party Allotment is part of a transaction ultimately aimed at making the Company a wholly-owned subsidiary through the Share Consolidation. Specifically, the Independent Committee approved TMI as a legal advisor independent from J-INC and GIP as a financial advisor independent from J-INC. Furthermore, the Independent Committee appointed Okada, Imanishi & Yamamoto Law Office as its own legal advisor independent from J-INC, and Beyond Arch Partners Inc. ("BAP") as its own third-party valuation institution independent from J-INC. The Committee held a total of 15 meetings through March 31, 2026.

Based on the negotiation policies pre-confirmed by the Independent Committee and its opinions, instructions, and requests at key stages of the negotiations, and while receiving advice from each advisor, the Committee conducted inquiries to the Company and J-INC and received responses, and interviewed J-INC. Following these steps, on March 16, 2026, the Committee sent a document to J-INC requesting an increase in the Payment Amount and the Squeeze-out Price, and proceeded to negotiate the prices.

In response, J-INC submitted a proposal (collectively, the "Re-proposed Prices") to set (i) the Payment Amount at 28.4 yen per share of the Target Stock and (ii) the Squeeze-out Price at 40.0 yen per share. Regarding the grounds and background for these price changes, J-INC explained that, in light of developments following the Initial Capital Injection Proposal, it was forced to conclude that the conditions assumed in (a) and (b) of Section B (iv) above would not be met. Specifically, regarding (a), it was confirmed that a total payment obligation of 5.4 million USD would arise between March and December 2026 based on the contract between the Company and TEN; and regarding (b), the repayment of the ICL (4.536 million USD including interest as of the end of February 2026), which was originally aimed for by the end of February 2026, had not been made. Furthermore, according to disclosure documents filed by TEN under the U.S. Securities Act, the repayment deadline for the ICL was extended to the end of June 2026, leading to the judgment that the timing and feasibility of the ICL repayment remain uncertain and that no significant progress can be expected by the time of this announcement at the end of March 2026. Additionally, J-INC notified the Company that even if the transaction proceeds based on the Re-proposed Prices, it is a prerequisite for the agreement that the Company's claims against TEN and TEN's claims against the Company be offset by an equivalent amount.

Upon receiving this re-proposal from J-INC, the Independent Committee and the Company re-examined the necessity and appropriateness of the Third-Party Allotment, predicated on the Squeeze-out via the Share Consolidation. As a result, the Company received an interim report from the Independent Committee dated March 31, 2026, with the following content:

(Summary of the Interim Report from the Independent Committee)

1. Content of the Interim Report

(1) The capital injection proposal, including the Third-Party Allotment, is considered to contribute to the enhancement of the Company's corporate value and, assuming the Company's shares will be delisted, is also considered to have taken the common interests of shareholders into account.

(2) In light of the Company's situation, the necessity and appropriateness of the Third-Party Allotment are considered recognizable. Therefore, the Company should enter into a Sponsor Basic Agreement with J-INC and proceed with the consideration of the transaction toward the execution of a definitive agreement. However, this is subject to the following two conditions: (i) that the will of the shareholders regarding the Third-Party Allotment and the Share Consolidation be confirmed at a General Meeting of Shareholders, on the premise that the Third-Party Allotment constitutes a large-scale third-party allotment and a "favorable issuance"; and (ii) that a period for accepting alternative proposals from third parties be established and publicly announced before the execution of the definitive agreement with J-INC, for the purpose of objectively ensuring the appropriateness of J-INC's proposal conditions and providing transparency to the process leading to delisting. If a sincere and superior proposal with legal binding force is received from a third party, such proposal must be considered in earnest.

2. Grounds for the Interim Report (Summary)

(1) While the Company's standalone business is considered to be growing steadily, there are concerns about the adverse impact on existing operations due to the imminent delisting of the Company's shares. To minimize such impact, implementing a capital injection to fundamentally improve the financial structure is a necessary measure to support the continuity of the Company's business. Furthermore, J-INC's proposals—specifically (i) upgrading the management control system (thorough budget-to-actual management based on KPIs and establishing a rapid decision-making process), (ii) reinforcing the management structure (recruiting/supplementing CXO talent as needed to support the formation of a strong and stable team), and (iii) accelerating business growth (expanding the customer base using the J-INC Group network and supporting HR/incentive design to maximize organizational performance)—are concrete, and a strong will to achieve them was observed. Thus, they are judged to contribute to the enhancement of the Company's corporate value.

(2) Given the severe financial situation surrounding the Company Group, raising equity-linked funds for business continuity, reducing debt, and rebuilding the Company through active investment in steady businesses is an urgent task. Other alternative means of financing or further borrowing are practically difficult to conceive. Considering that no proposal equivalent to or better than J-INC's has been received from any other third party to date, the necessity of conducting the Third-Party Allotment with J-INC is recognized.

(3) On the other hand, the terms of the Third-Party Allotment involve significant dilution and are predicated on a favorable issuance at a substantial discount to the market stock price, requiring cautious consideration of its appropriateness. As for the primary factors for this discount, J-INC's explanation—which includes (i) the confirmed payment obligation of 5.4 million USD from March to December 2026 under the contract with TEN, and (ii) the unclear timing and feasibility of the repayment of the 4.536 million USD loan to TEN by the Company and its subsidiaries—is not found to be unreasonable. Furthermore, the Re-proposed Prices were presented by J-INC as a result of proactive price negotiations conducted by the Independent Committee with advice from its own legal advisor, Okada, Imanishi & Yamamoto Law Office. Of the Re-proposed Prices, the Payment Amount falls within the range of the Company's common stock value (21 yen to 48 yen; median 35 yen) calculated by BAP using the DCF method (Perpetual Growth Method) (Note). The Squeeze-out Price, which is the consideration for acquiring the Company's common stock, exceeds the median of said range and represents a premium of approximately 41% over the Payment Amount. Given that this can be evaluated as a certain level of consideration for the Company's shareholders among the realistically available options, no specific or objective circumstances are found to suggest that the Re-proposed Prices are unreasonable. Since the Payment Amount represents a discount of 10% or more to the market price, it is certain that the Third-Party Allotment

constitutes an issuance of shares for subscription at a price particularly favorable to J-INC under Article 199, Paragraph 3 of the Companies Act, in light of the guidelines of the Japan Securities Dealers Association. Therefore, it should be approved and executed based on a resolution of the General Meeting of Shareholders.

Taking these circumstances into overall consideration and in light of the Company's expected delisting, the Third-Party Allotment is considered appropriate, provided that: (i) if there is a sincere and concrete superior proposal with legal binding force from a third party before the execution of the definitive agreement with J-INC, it shall be considered in earnest and such fact shall be publicly disclosed; and (ii) the Third-Party Allotment and the Share Consolidation shall proceed after confirming the will of the shareholders (through a General Meeting of Shareholders). As the delisting of the Company's shares approaches, from the perspective of fulfilling our responsibility to shareholders, we should enter into a Sponsor Basic Agreement and proceed with deliberations toward the execution of a definitive agreement with J-INC.

(Note) BAP's valuation was conducted for the Company's common stock. Since the details of the class shares (other than common stock) to be issued in the Third-Party Allotment have not yet been determined, no valuation was performed for those shares.

D. Prerequisites for the Independent Committee's Opinion: Holding a General Meeting of Shareholders and Market Check

As stated above, the Independent Committee submitted its interim opinion that the Company should proceed with deliberations toward a definitive agreement with J-INC, provided the necessity and appropriateness of the Third-Party Allotment are recognized. Following careful deliberation by the Company's Board of Directors based on this opinion, the Company entered into a Sponsor Basic Agreement with J-INC today. For details, please refer to "(2) Summary of the Sponsor Basic Agreement with J-INC" below.

The Independent Committee's opinion is predicated on: (i) confirming the will of the shareholders at a General Meeting of Shareholders regarding the Third-Party Allotment on the assumption that it constitutes a favorable issuance; and (ii) establishing and announcing a period for accepting alternative proposals to J-INC's proposal to objectively ensure the appropriateness of the terms and maintain transparency in the process leading to delisting. The Company's Board of Directors also believes that ensuring the execution of (i) and (ii) is our responsibility to our shareholders. We will implement both and disclose necessary and sufficient information in a timely manner.

The Extraordinary General Meeting of Shareholders mentioned in (i) is scheduled to be held in early June of this year, and preparations are underway. For the projected schedule, including matters related to the Extraordinary General Meeting of Shareholders, please refer to "3. Other Matters Necessary for Investors to Appropriately Understand and Judge Corporate Information."

(2) Summary of the Sponsor Basic Agreement with J-INC

The summary of the Sponsor Basic Agreement entered into between the Company and J-INC is as follows:

[Purpose] The Company and J-INC enter into this Basic Agreement to aim for the enhancement of the Company's corporate value by receiving capital injection and management resources from J-INC, on the premise that the Company is specifically expected to face delisting due to two consecutive periods of negative net worth.

[Scheme] The parties to this Agreement mutually confirm that the Transaction is expected to be implemented as follows:

- (1) The Company and J-INC aim to execute a legally binding definitive agreement during April 2026.
- (2) The Company will hold an Extraordinary General Meeting of Shareholders (the "Extraordinary Shareholders' Meeting") around early June 2026, and issue the Target Stock to the SPC via third-party allotment. J-INC will cause the SPC to acquire 2/3 or more of the total voting rights of the Company.
- (3) The Company will, at the Extraordinary Shareholders' Meeting, conduct a Squeeze-out via share consolidation (the "Share Consolidation") with an effective date targeted for the end of June 2026, and by delivering cash for fractional shares, make the Company a 100% subsidiary of the SPC.
- (4) The class of the Target Stock shall be shares other than common stock, and the terms shall not include a right to request acquisition or an acquisition clause in exchange for common stock. Specific details shall be determined in the

definitive agreement.

[Price] The payment amount for the Third-Party Allotment (the "Payment Price") shall be 28.4 yen per share, as determined in the definitive agreement. The Squeeze-out Price to be delivered to fractional shareholders in the Share Consolidation shall be 40.0 yen per share, as determined in the definitive agreement. The Payment Price and Squeeze-out Price are subject to the satisfaction of all the following conditions:

- (a) **Obtaining Agreement from Financial Institutions:** Obtaining formal agreement from financial institutions, including an acceptable repayment schedule and covenants.
- (b) **Offset of the Advance Payment Debt:** Offsetting the Company's ICL claim against TEN (4.536M USD as of the end of February) against the Company's debt to TEN for advanced payments (5.4M USD; the "Advance Payment Debt") by an equivalent amount (the "Offset").
- (c) **Recovery of the Difference in Claims/Debts (approx. 0.9M USD):** Even after the Offset, making efforts to substantially recover the amount corresponding to the remaining Advance Payment Debt (approx. 0.9M USD) by entering into a separate agreement with TEN shareholders, etc.
- (d) **Guarantee for the Difference (approx. 0.9M USD):** Regarding the remaining Advance Payment Debt (approx. 0.9M USD) after the Offset, executing a written agreement between the Company and Mr. Naoaki Mashita with contents reasonably satisfactory to J-INC, such as separate security measures by Mr. Mashita, to completely prevent the outflow of funds from the Company to TEN in the event the amount corresponding to said debt cannot be recovered through the measures in (c) above.
- (e) **Request for Immediate Suspension of Payments to TEN:** Immediately suspending payments from the Company to TEN scheduled for the end of March 2026 based on the "Corporate Support and Funding Agreement" executed between TEN and the Company on March 18, 2026.

[Use of Funds] If the Third-Party Allotment is executed, the Company shall use the proceeds obtained from the Third-Party Allotment to repay existing borrowings in accordance with the agreement with the financial institutions and J-INC.

[Management Support and Governance] If the Transaction is executed, J-INC (including the SPC) will provide all forms of management support to enhance the Company's corporate value. The Company and J-INC will discuss the management structure after the Third-Party Allotment and the Share Consolidation and determine it in the definitive agreement.

[Fiduciary Out] If, after the announcement of this matter on March 31, 2026, and before the execution of the definitive agreement with J-INC, the Company receives a sincere proposal with better terms from a third party that is legally binding (excluding those with finance-out conditions), the Company shall notify J-INC in writing of that fact and the content of said proposal. In this case, if J-INC does not submit a proposal with terms superior to the third party's proposal within three business days from the day following the date J-INC receives said notification, the Company may terminate this Agreement and work on the Company's reconstruction with said third party.

(3) Handling of Alternative Proposals from Third Parties

For the purpose of objectively ensuring the appropriateness of J-INC's proposal terms and providing transparency to the process leading to delisting, the Independent Committee expressed the opinion that the Company should set a period to solicit concrete comparative proposals that directly address the Company's urgent issues within the desired timeframe, and that if a sincere and concrete proposal is received from a third party, such proposal should be considered in earnest. Accordingly, the Company will consider any such proposal as a comparative proposal if it is received by the time a definitive agreement is executed with J-INC (scheduled for late April to early May 2026).

Specifically, if a sincere proposal with legal binding force is received by 15:00 on Tuesday, April 21, the Company will consider it as an alternative proposal. Given the time constraints with the imminent delisting of the Company's shares, proposals containing so-called "finance-out" conditions or other conditions at the discretion of the proposer or third parties will not be evaluated as alternative proposals.

The Company plans to disclose the status of alternative proposals promptly after 15:00 on April 21 (Tue), and no later than 12:00 on the following day, April 22 (Wed).

3. Other Matters Necessary for Investors to Appropriately Understand and Judge Corporate Information

The projected schedule moving forward based on the above (all dates in 2026) is as follows. We will promptly notify you if any changes occur.

Date / Period	Description / Remarks
April 21 (Tue), by 15:00	Deadline for submission of alternative proposals
April 23 (Thu)	Record date for the Extraordinary General Meeting of Shareholders scheduled for June 8 (tentative)
April 30 (Thu) – May 8 (Fri)	Public announcement of the Definitive Agreement (tentative)
June 8 (Mon)	Extraordinary General Meeting of Shareholders (tentative)
June 9 (Tue)	Payment date for the Third-Party Allotment (tentative)

(Reference) Consolidated Financial Position and Operating Results for the Most Recent Three Fiscal Years

Fiscal Period	FY Ended Dec 2023	FY Ended Dec 2024	FY Ended Dec 2025
Consolidated net assets	746,056 thousand yen	23,664 thousand yen	△ 655,581 thousand yen
Consolidated total assets	12,329,168 thousand yen	10,481,052 thousand yen	9,183,062 thousand yen
Consolidated net assets per share	25.62 yen	△ 5.35 yen	△ 60.59 yen
Consolidated net sales	11,084,673 thousand yen	10,463,846 thousand yen	9,859,467 thousand yen
Consolidated operating loss (△)	△ 156,098 thousand yen	△ 236,769 thousand yen	△ 2,059,100 thousand yen
Consolidated ordinary loss (△)	△ 275,470 thousand yen	△ 320,861 thousand yen	△ 2,402,159 thousand yen
Net loss attributable to owners of parent (△)	△ 5,623,183 thousand yen	△ 1,417,278 thousand yen	△ 3,173,672 thousand yen
Consolidated net loss per share (△)	△ 231.68 yen	△ 55.73 yen	△ 122.64 yen
Dividends per share	—	—	—

(Note) Figures for the fiscal year ended December 2025 are those prior to obtaining the audit opinion from the accounting auditor.