



English Translation

This is a translation of the original release in Japanese.

In the event of any discrepancy, the original release in Japanese shall prevail.

October 15, 2025

To Whom It May Concern

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**Notice of Extraordinary General Shareholders Meeting to Approve Share Consolidation,
Abolition of Share Unit, and Partial Amendment to Articles of Incorporation (Summary)**

CARTA HOLDINGS, INC. (the "Company") hereby announced that, as previously announced in its "Notice Concerning the Setting of the Record date for Convening an Extraordinary General Meeting of Shareholders" dated September 12, 2025, it had set September 30, 2025 as the record date and it would hold an extraordinary general shareholders meeting(the "Extraordinary Shareholders Meeting") in around mid-November.

As for the Extraordinary Shareholders Meeting, the Company hereby announces that at its board of directors meeting held today, it has resolved to convene the Extraordinary Shareholders Meeting as described below and to submit the Share Consolidation, the abolition of the share unit, and the partial amendment to the articles of incorporation to the Extraordinary General Shareholders Meeting for approval.

The Company's common shares (the "Company Shares") will fall under the delisting criteria set forth in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange") during the course of the above procedures. As a result, the Company Shares are scheduled to be designated as securities to be delisted from November 14, 2025, to December 7, 2025, and are scheduled to be delisted on December 8, 2025. Please note that, following the delisting, the Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange.

I. Date, time and place of the Extraordinary Shareholders Meeting

1. Date and time: Friday, November 14, 2025, at 4:00 p.m. (Open at 3:20 p.m.)
2. Venue: the Company's conference room, 36th floor, Toranomon Hills Station Tower, 2-6-1 Toranomon, Minato-ku, Tokyo

II. Agenda Items for the Extraordinary General Shareholders Meeting

Matters to be resolved

Proposal No. 1: Share consolidation

Proposal No. 2: Partial amendment of the articles of incorporation.

III. Share Consolidation

1. Purposes of and Reasons for the Share Consolidation

As announced in the “Notice of Expression of Opinion in Favor and Recommendation to Tender Regarding Tender Offer by NTT DOCOMO, Inc. for the Company Share Certificates, etc.” (the “Opinion Press Release”) dated August 15, 2025, NTT DOCOMO (the “Tender Offeror”) conducted a tender offer (the “Tender Offer”) for the Company Shares, as part of a series of transactions (the “Transactions”) aimed at delisting the Company, which is currently listed on the Prime Market of TSE, and ultimately achieving a state where the Tender Offeror and Dentsu Group are the sole shareholders of the Company.

As announced in the Company’s press release entitled “Notice Regarding Result of the Tender Offer by NTT DOCOMO, INC. for the Company Share Certificates, etc. and Change of Shareholder among Major Shareholders and Other Affiliates” dated September 17, 2025, as a result of the Tender Offer, the Tender Offeror came to hold 9,575,416 shares of the Company as of September 24, 2025 (the commencement date of the settlement of the Tender Offer).

As described above, although the Tender Offer had been completed, the Tender Offeror was unable to acquire all of the Company Shares (excluding the treasury shares held by the Company and the shares held by Dentsu Group) through the Tender Offer. Therefore, at the request of the Tender Offeror, the Company resolved at its Board of Directors meeting held today to carry out a share consolidation (the “Share Consolidation”) subject to the approval of the shareholders at the Extraordinary Shareholders Meeting, with the aim of making the Tender Offeror and Dentsu Group the sole shareholders of the Company and to convene the Extraordinary Shareholders’ Meeting for the purpose of approving the Share Consolidation.

Upon completion of the Share Consolidation, the number of shares held by each shareholder other than the Tender Offeror and Dentsu Group will be less than one share.

2. Outline of the Share Consolidation

(1) Schedule of Share Consolidation

Date of public notice of the record date for the Extraordinary Shareholders Meeting	September 12, 2025 (Friday)
Record date for the Extraordinary Shareholders Meeting	September 30, 2025 (Tuesday)
Date of the Board of Directors' resolution	October 15, 2025 (Wednesday)
Date of the Extraordinary Shareholders Meeting	November 14, 2025 (Friday) (tentative)
Date of designation as a delisted	November 14, 2025 (Friday) (tentative)

(restricted) security	
Last trading date of Company Shares	December 5, 2025 (Friday) (tentative)
Date of delisting of Company Shares	December 8, 2025 (Monday) (tentative)
Effective date of Share Consolidation	December 10, 2025 (Wednesday) (tentative)

(2) Details of Share Consolidation

① Class of Shares to Be Consolidated

Common shares

② Consolidation Ratio

The Company Shares will be consolidated at a ratio of 2,240,251 shares to one share

③ Decrease in Total Number of Issued Shares

25,300,349 shares

④ Total Number of Issued Shares Before the Effective Date

25,300,360 shares (Note)

(Note) At a meeting of the Board of Directors held today, the Company resolved to cancel 611 shares of treasury stock owned by the Company as of December 9, 2025 (this represents all treasury shares held by the Company as of October 14, 2025). Accordingly, the "Number of issued shares prior to the effectiveness" is stated as the number obtained by deducting the number of treasury shares to be cancelled (611 shares) from the number of issued shares as of June 30, 2025, as disclosed in the Company's semiannual report (25,300,971 shares).

⑤ Total Number of Issued Shares After the Effective Date

11 shares

⑥ Total Number of Authorized Shares as of the Effective Date

44 shares

(3) Method of Handling Fractional Shares Less Than One Share and the Amount of Cash Expected to Be Delivered to Shareholders as a Result of Such Handling

- ① As stated in "1. Purposes and Reasons for the Share Consolidation" above, upon completion of the Share Consolidation, the number of Company Shares held by shareholders other than the Tender Offeror and Dentsu Group is scheduled to be less than one share.

As for the fractional shares resulting from the Share Consolidation, Company Shares equivalent to the total number of such fractional shares (in the case where there are fractions which total do not consist of one share, such fractional shares shall be excluded) will be sold and the proceeds from the sale will be distributed to shareholders in proportion to their holdings of fractional shares.

In light of the fact that it is unlikely that a buyer will emerge through auction because the Share Consolidation will be conducted as part of the Transaction, which is intended to make the Tender Offeror and Dentsu Group the sole shareholder of the Company, and as the Company Shares are scheduled to be delisted on December 8, 2025 and will therefore have no market price, the Company intends to sell the shares to the Tender Offeror with the approval of the court pursuant to Article 234, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the same shall apply hereinafter) as applied *mutatis mutandis* in accordance with Article 235, Paragraph 2 of the same Act.

In this case, if the necessary court approval is obtained as planned, the sale price is scheduled to be set at a price that allows the Company to deliver to the shareholders an amount of cash equivalent to the amount calculated by the number of Company Shares held by the shareholders listed or recorded in the Company's final shareholder register as of the day before the effective date of the Share Consolidation, which is December 9, 2025, multiplied by JPY 2,100, which is the same amount as the Tender Offer Price.

- ② Name of the Entity Expected to Purchase the Shares to Be Sold
NTT DOCOMO, Inc.

- ③ Expected timing of sale and payment of sales proceeds to shareholders

Following the effective date of the Share Consolidation, the Company plans to file a petition with the court, from around mid-December 2025, for permission for the Company to sell and purchase the Aggregate Fractional Shares in accordance with the provisions of Article 234 (2) and (4) of the Companies Act, as applied *mutatis mutandis* pursuant to Article 235 (2) of the Companies Act. While the timing of obtaining such permission may change depending on the circumstances of the court, the Company plans to obtain such court permission and purchase the Aggregate Fractional Shares from around mid-January 2026, and thereafter, upon making the necessary preparations for delivering the proceeds from such sale to the shareholders, to deliver such sales proceeds to the shareholders around early-March 2026.

Considering the time required for the series of procedures from the effective date of the Share Consolidation to the sale of the Aggregate Fractional Shares, the Company expects that the sale of the Aggregate Fractional Shares and the delivery of the sales proceeds to the shareholders will occur at the respective timings indicated above.

The sale proceeds will be delivered to each shareholder as recorded in the Company's final shareholder register as of December 9, 2025, the day before the effective date of the Share Consolidation, in accordance with the Company's method for distributing distributable assets.

- ④ Measures to ensure the fairness of the Transactions and avoid conflicts of interest

The Share Consolidation will be carried out as the second-stage procedure of a so-called two-step acquisition following the Tender Offer as part of the Transactions. As stated in “3. Details, Grounds, and Reasons for the Opinion on the Tender Offer,” subsection “(5)

Measures to Ensure the Fairness of the Tender Offer, including Measures to Ensure the Fairness of the Tender Offer Price and to Avoid Conflicts of Interest” of the Opinion Press Release, the Company and the Tender Offeror have implemented the following measures (i)–(vii) to ensure the fairness of the Transactions including the Tender Offer, in view of securing the fairness of the Tender Offer Price and eliminating arbitrariness and avoiding conflicts of interest in the decision-making processes regarding the Transactions, including the Tender Offer : (i) obtaining a share valuation report from an independent third-party appraiser by the Tender Offeror, (ii) obtaining a share valuation report from an independent third-party appraiser by the Company, (iii) obtaining advice from an independent law firm by the Company, (iv) establishing an independent review system at the Company, (v) establishing an independent special committee at the Company and obtaining a written report from the special committee, (vi) obtaining approval from all non-interested directors of the Company and an opinion of no objection from all non-interested supervisory board members of the Company; and (vii) measures to ensure that the Company’s shareholders and Stock Acquisition Rights Holders have an opportunity to make an appropriate decision as to whether or not to tender in the Tender Offer.

3. Future Prospects

As announced in “1. Purposes of and Reasons for the Share Consolidation” above, the Company intends to carry out the Share Consolidation, subject to the approval of shareholders at the Extraordinary Shareholders’ Meeting and make the Tender Offeror and Dentsu Group the sole shareholders of the Company. As a result, the Company Shares will be delisted through the prescribed procedures in accordance with the delisting criteria set forth in the Securities Listing Regulations of the TSE. In terms of the schedule, it is planned that, from November 14, 2025, to December 7, 2025, the Company Shares will be designated as securities to be delisted and then be delisted as of December 8, 2025. After the Company shares are delisted, the Company Shares will no longer be tradable on the Prime Market of the TSE.

4. Matters Relating to “Transactions, etc. with a Controlling Shareholder”

(1) Applicability of “Transactions, etc. with a Controlling Shareholder” and Status of Compliance with Guidelines relating to Policy to Protect Minority Shareholders

Since the Offeror has entered into the Business and Capital Alliance Agreement and the Shareholders Agreement with the Dentsu Group, which is the controlling shareholder of the Company, the Company believes that the Transactions, including the Tender Offer, constitute a transaction with the controlling shareholder for the Company. In accordance with the "Guidelines Concerning Minority Shareholders Protection Policy in Transactions with Controlling Shareholders" disclosed by the Company in its Corporate Governance Report dated March 31, 2025, the Company reports transactions with related parties, including the parent company, to the Board of Directors and monitors whether the transactions are fair and appropriate. The

Company monitors transactions with related parties, including parent companies, to ensure that they are conducted in a fair and appropriate manner. The Company also states that "As a listed company with a parent company, the Company, in its relationship with the parent company, ensures its independence and, with respect to material transactions and actions that conflict with the interests of the parent company and minority shareholders, the Company has adopted a resolution on October 19, 2021, to realize fair and appropriate transactions for the purpose of protecting the interests of minority shareholders. The Board of Directors adopted the "Basic Policy on Transactions with the Parent Company" at its meeting dated October 19, 2021, and adopted a policy to organize a special committee as a non-permanent committee for the purpose of protecting the interests of minority shareholders in the event of material transactions or acts that conflict with the interests of the parent company and minority shareholders." The Company has adopted a policy to organize a special committee for the purpose of protecting the interests of minority shareholders in the event of material transactions or actions that conflict with the interests of the parent company. The status of compliance with these guidelines is as follows.

With respect to the Transactions, including the Release by the Controlling Shareholder of the Company, the Company has taken each measure to ensure the fairness of the Transactions as described above in "(3) Method of Handling Fractional Shares Less Than One Share and the Amount of Cash Expected to Be Delivered to Shareholders as a Result of Such Handling " in "④Measures to ensure the fairness of the Transactions and avoid conflicts of interest" in "Basis, etc. of the Amount of Money Expected to be Delivered to Shareholders.

(2) Overview of Opinion Obtained from Person Having No Conflict of Interest with Controlling Shareholder that the Transaction is Not Disadvantageous to Minority Shareholders

On June 16, 2025, the Company obtained a written report dated June 16, 2025, from the Special Committee stating that the Board of Directors of the Company had decided to express a supporting opinion for the Tender Offer and to recommend that the Company's shareholders and holders of stock acquisition rights tender their holdings, and that the Transactions, including the Share Consolidation to be carried out after the Tender Offer, are not disadvantageous to the Company's minority shareholders. The Company also obtained from the Special Committee a written report dated August 15, 2025, stating that there has been no change to the opinion expressed in the June 16, 2025 report.

IV. Abolition of Provisions Regarding Share Units

1. Reasons for Abolition

If the Share Consolidation takes effect, there will be a total of 11 issued shares of the Company, making it unnecessary to set share units.

2. Planned Abolition Date
December 10, 2025 (Wednesday) (planned)
3. Conditions for Abolition of Provisions
The abolition is subject to the proposal on the Share Consolidation and the proposal on the partial amendment to the articles of incorporation to abolish the provision regarding share units being approved and adopted in their original form at the Extraordinary Shareholders' Meeting and the Share Consolidation taking effect.

V. Partial Amendment to Articles of Incorporation

1. Details of Amendment
 - (1) If the Share Consolidation takes effect, the total number of authorized shares of the Company will be reduced to 44 shares pursuant to Article 182 (2) of the Companies Act. To clarify this, subject to the Share Consolidation taking effect, the phrase “40,000,000 shares” in Article 5 (Total number of authorized shares) of the Articles of Incorporation will be amended to “44 shares”.
 - (2) If the Share Consolidation takes effect, it will become unnecessary to set share units. Accordingly, subject to the Share Consolidation taking effect, Article 6 (Share unit number) and Article 7 (Rights related to shares less than one unit) of the Articles of Incorporation will be deleted in their entirety in order to abolish the provisions on the share units of the Company Shares, under which 100 shares currently constitute one unit.
 - (3) If the Share Consolidation takes effect, the Tender Offeror and Dentsu Group will be the only parties holding one or more Company Shares, and the Company Shares will be delisted as a result of the Share Consolidation. the provisions on the system for electronic provision of materials for shareholders meetings will become unnecessary. Accordingly, subject to the Share Consolidation taking effect, Article 10 (Record Date) and Article 13 (Electronic Provision Measures, etc.) will be deleted in their entirety.
2. Schedule of Amendment
December 10, 2025 (Wednesday) (planned)
3. Conditions of Amendment
The amendment is subject to the proposal on the Share Consolidation being approved and adopted in its original form at the Extraordinary Shareholders' Meeting and the Share Consolidation taking effect.

End.