



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.

November 14, 2025

To Whom It May Concern

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Market)
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**Notice Concerning Approval of Resolutions on Share Consolidation, Abolition of Share Unit,
and Partial Amendment to Articles of Incorporation**

CARTA HOLDINGS, INC. (the "Company") hereby announced that, as previously announced in its "Notice of Extraordinary General Shareholders Meeting to Approve Share Consolidation, Abolition of Share Unit, and Partial Amendment to Articles of Incorporation (Summary)" dated October 15, 2025(the "Company Press Release Dated October 15"), proposals regarding the share consolidation, the abolition of the share unit, and the partial amendment to the articles of incorporation were submitted for approval at the extraordinary general shareholders meeting held today (the "Extraordinary Shareholders Meeting"), and that all proposals were approved as originally proposed, as set forth below.

As a result, 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"). Accordingly, the Company Shares are scheduled to be designated as securities to be delisted from today, 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.

1. Proposal No.1: Share Consolidation

The Company has obtained the approval of its shareholders at the Extraordinary General Shareholders Meeting for the share consolidation (the "Share Consolidation") as described below. Details of the Share Consolidation are as described in the Company Press Release Dated October 15, 2025.

- 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 on October 15, 2025, 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
- ⑦ 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
 - i. Whether the Planned Handling is Pursuant to Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 as Applied mutatis mutandis Pursuant to Article 235, Paragraph 2 of the Companies Act, and the Reasons Therefor
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.

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

- iii. 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.

2. Proposal No.2: Partial Amendment to the Articles of Incorporation

The proposal regarding the partial amendment to the Company's articles of incorporation, as described below, was approved at the Extraordinary General Shareholders Meeting. Details of the partial amendment to the articles of incorporation are as set forth in the Company Press Release Dated October 15, 2025.

The partial amendment to the articles of incorporation is scheduled to take effect on December 10, 2025, the effective date of the Share Consolidation, subject to the Share Consolidation taking

effect.

- (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.

3. Schedule of Share Consolidation

Date of the Extraordinary Shareholders Meeting	November 14, 2025 (Friday)
Date of designation as a delisted (restricted) security	November 14, 2025 (Friday)
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)

End.