



June 25, 2026

For Immediate Release

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**Notice Regarding Revisions to Full-Year Consolidated Earnings Forecast
 and Dividend Forecast (Increase in Dividend Forecast)**

CERES INC. (the “Company”) hereby announces that, at a meeting of the Board of Directors held on June 25, 2026, it resolved to enter into a memorandum of understanding with SBI Holdings, Inc. and others regarding bitbank, Inc., an equity-method affiliate of the Company, and to sell all shares of bitbank, Inc. held by the Company. Accordingly, the Company has resolved to revise upward its full-year consolidated earnings forecast and dividend forecast for the fiscal year ending December 31, 2026 (January 1, 2026 to December 31, 2026), originally announced on February 13, 2026, as follows.

- Revision to consolidated financial results forecast for the fiscal year ending December 31, 2026 (from January 1, 2026 to December 31, 2026)

	Net sales	EBITDA	Operating profit	Ordinary profit	Profit attributable to owners of parent	Earnings per share
Previously announced forecast (A)	(million yen) 35,700	(million yen) 3,450	(million yen) 2,800	(million yen) 2,800	(million yen) 1,600	(yen) 138.66
Revised forecast (B)	35,700	8,850	2,800	2,800	5,900	509.71
Amount of change (B – A)	0	5,400	0	0	4,300	—
Percentage change (%)	0.0	156.5	0.0	0.0	268.8	—
[Reference] Results for the fiscal year ended December 31, 2025	29,660	5,392	2,334	2,105	2,497	216.61

Reason for the Revision

As announced in the Company’s separate release dated June 25, 2026, titled “Notice Regarding Execution of Memorandum of Understanding Concerning Shares of Equity-Method Affiliate and Recognition of Extraordinary Income,” the Company entered into a memorandum of understanding with SBI Holdings, Inc. and others regarding bitbank, Inc., an equity-method affiliate of the Company, and resolved to sell all shares of bitbank, Inc. held by the Company.

If the conditions precedent set forth in the memorandum of understanding are satisfied and the transaction is completed, the Company expects to record extraordinary income, including a gain on sale of shares of affiliates, of approximately ¥5.5 billion on a consolidated basis and approximately ¥6.8 billion on a non-consolidated basis.

Accordingly, the Company has revised upward its full-year consolidated earnings forecast for the fiscal year ending December 31, 2026, which was announced on February 13, 2026.

The above amounts are estimates based on information currently available and may change, as the final amounts will be determined in accordance with the conditions specified in the agreements relating to the transaction.

Please note that this revision reflects only the impact of the gain on sale of shares of affiliates resulting from the share transfer. The Company will continue to review the progress of its businesses and will promptly disclose any further revisions to its full-year consolidated earnings forecast if deemed necessary.

2. Forecast of Dividends for FY2026 (Ending December 31, 2026)

	Dividend per share (JPY)		
	End of 2 nd quarter	End of the fiscal year	Total
Previous forecast (February 13, 2026)	0.00	60.00	60.00
Revised forecast	0.00	90.00	90.00
Actual results for the current year	—	—	—
Actual results for the previous year (Fiscal year ended December 31, 2025)	0.00	80.00 (Ordinary dividend 60.00) (Special dividend 20.00)	80.00 (Ordinary dividend 60.00) (Special dividend 20.00)

Reason for the Revision

The Company recognizes the enhancement of corporate value and the return of profits to shareholders as important management priorities. With respect to shareholder returns, the Company's policy is to provide returns to shareholders through dividends while maintaining a balance between internal reserves necessary to preserve a sound financial position and support future business expansion.

Of the proceeds expected to be received from the share transfer, approximately ¥7.4 billion, net of estimated taxes, is expected to be allocated primarily to shareholder returns and growth investments. To further support the achievement of the ROE target of 15% set forth in the Medium-Term Management Plan 2030, the Company plans to conduct an additional share repurchase program of up to ¥2.5 billion, funded by the proceeds from the share transfer, in addition to the approximately ¥500 million share repurchase program completed on June 17, 2026. The specific details of the share repurchase program will be determined and announced promptly after the conditions precedent set forth in the memorandum of understanding have been satisfied and the transaction has been completed.

Furthermore, to strengthen shareholder returns, the Company has revised its forecast annual dividend upward by ¥30 per share, from ¥60 to ¥90 per share.

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