



November 7, 2025

To all concerned stakeholders,

Asteria Corporation
(TSE Prime Market: 3853)
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Notice Concerning Disposal of Treasury Shares Through Third-Party Allotment

Asteria Corporation (the “Company”, “Asteria”) hereby announces that it has resolved, at a meeting of the Board of Directors held on November 7, 2025, to dispose of treasury shares through a third-party allotment (“treasury share disposal”) as described below.

1. Overview of disposal

(1)	Disposal date	November 25, 2025
(2)	Number of shares for disposal	170,500 shares of common stock
(3)	Disposal price	JPY 1,425 per share
(4)	Total disposal value	JPY 242,962,500
(5)	Disposal method (scheduled recipients)	The allocation will be made as outlined below through a third-party allotment: Ryota Kudo: 103,200 shares Toshihiro Naka: 31,400 shares Bungo Saito: 35,900 shares The Company will treat a portion of the receivable payment for the transfer of shares in MikoSea Inc. (“MikoSea”) from Ryota Kudo, Toshihiro Naka and Bungo Saito (“scheduled disposal recipient/s”) as assets for the purpose of in-kind contribution.
(6)	Other	This treasury share disposal is subject to the effectiveness of the registration statement pursuant to the Financial Instruments and Exchange Act.

2. Purpose and reason for disposal

As announced in a press release dated September 16, 2025 (title: Asteria Acquires MikoSea, Provider of the No-Code App Development Tool “Click”), Asteria has entered into a share transfer agreement (as amended, hereinafter “Share Transfer Agreement”) with existing MikoSea shareholders Ryota Kudo, Toshihiro Naka and Bungo Saito, to acquire MikoSea as a subsidiary of its group.

MikoSea offers "Click," a purely domestic no-code development tool for creating of native smartphone and web apps, as well as a blockchain-based crowdfunding service. "Click" has an intuitive drag-and-drop interface that enables app development without the need for programming. To date, it has approximately 27,000 users and has facilitated the development of over 70,000 apps. This next-generation product development platform easily integrates with various cloud services via APIs and connects with generative AI such as ChatGPT, catering to a wide range of needs, from personal to corporate use. Asteria owns the mobile app builder "Platio" and co-developed the new product "Platio Canvas" with MikoSea, leveraging the capabilities of "Click" to drive sales in no-code app development. By having MikoSea join the Asteria Group, it aims to become a leading software manufacturer capable of addressing the full range of needs in mobile app development tools, including no-code native app and web app development.

This treasury share disposal constitutes a settlement for the share transfer under the Share Transfer Agreement. A portion of the share transfer payment claim that the transferor (the seller



under the Share Transfer Agreement) holds against the Company (the purchaser under the Share Transfer Agreement) will be contributed in kind to the Company. Based on this contribution in kind, the Company will deliver its treasury shares to the transferor through a third-party allotment. The portion of the share transfer payment claim that is not contributed in kind will be settled in cash by the Company.

Through this treasury share disposal, Asteria shares will be issued to MikoSea share transferors Ryota Kudo (MikoSea CEO), Toshihiro Naka (MikoSea CTO) as consideration for the transfer of their MikoSea shares. Allowing them to hold a portion of Asteria stock and become shareholders is expected to strengthen their sense of involvement in managing and supporting the performance of the group.

During negotiations with the scheduled disposal recipients, an agreement was reached on the condition that a portion of the acquisition price would be paid in the form of Asteria treasury shares. As a result, we have decided to proceed with the disposal of treasury shares to the scheduled recipients.

To implement a flexible capital policy that adapts to external changes, Asteria held 1,156,521 shares of treasury stock as of the end of September 2025. Of these, 170,500 shares will be allocated in the treasury share disposal. Part of the transfer consideration for the acquisition of MikoSea shares from the intended recipient will be paid in cash.

※Reference: MikoSea Overview

Company name	MikoSea Inc.
Location	5F UZ Bldg 3-3 Kanda Surugadai Chiyoda-ku Tokyo
Representative Name & Title	Ryota Kudo, CEO
Description of business	Application development business
Share capital	JPY 50,000,000
Date of establishment	June 9, 2022

3. Amount and use of funds to be procured, and scheduled timing of expenditure

As outlined in “1. Overview of the Disposal,” the Company will dispose of its own shares to the prospective transferee as part of the consideration for acquiring MikoSea shares; therefore, there are no applicable items to report. Since the disposal will be conducted through the contribution of non-cash assets in kind, there will be no cash payment.

The estimated costs associated with this matter, including the preparation of the securities registration statement, investigation fees for antisocial forces, and legal fees, total approximately 4,300,000 yen.

4. Views concerning rationality of use of funds

As outlined in “2. Purpose and reason for disposal”, the treasury share disposal is being conducted as part of payment for acquiring MikoSea shares. As it is not intended to raise funds, there are no applicable items to report.

5. Rationality of disposal conditions, etc.

(1) Basis of calculation and specific details of the amount to be paid

The following conditions were agreed upon in consultation with the scheduled recipient:

The disposal price has been set at 1,425 yen, based on the simple moving average of the Company’s common stock closing prices (rounded to the nearest whole yen) on the Tokyo Stock Exchange (“TSE”) over the three-month period from August 7, 2025, to November 6, 2025 (the “Base Date”). This approach smooths out temporary price fluctuations, providing a more objective basis for calculation compared to using a specific point in time, such as the most recent trading day.

While the one-month and six-month averages may be influenced by short-term market movements or may not fully reflect current market conditions, the Company has chosen to use the three-month average as the most appropriate indicator.



The disposal price represents a 2.9% premium on Asteria's TSE closing price on the Base Date, which is 1,385 yen. It is a 3.3% premium on the the simple average closing price for the one-month period (October 7, 2025, to November 6, 2025) of 1,380 yen; and a 43.5% premium on the six-month period (May 7, 2025, to November 7, 2025), average of 993 yen. This pricing method aligns with the Japan Securities Dealers Association's 'Guidelines for Handling Third-Party Allotment of New Shares' (April 1, 2010). The Company considers this method reasonable and confirms that the disposal price is not unduly favorable to the intended transferee.

Additionally, the Company has obtained opinions from all three of its independent outside auditors, who affirm that the disposal price is based on market prices and complies with the relevant guidelines, and that the price does not constitute an amount particularly favorable to the transferee. The Board of Directors' judgment is deemed lawful.

- (2) Basis of judgment that the disposal quantity and impact of dilution are reasonable
The disposal quantity of 170,500 shares (1,705 voting rights) which represents 0.97% of the Company's total issued shares (17,491,265 shares) and 1.05% of voting rights (163,101 in total) as of the end of September 2025, and will result in a certain degree of dilution. However, as described in "2. Purpose and reason for disposal" above, the Company believes that this treasury share disposal will contribute to the Group's business expansion, determine the disposal quantity and the scale of dilution to be at a reasonable level.

6. Reason for selection of scheduled disposal recipients, etc.

(1) Overview of scheduled disposal recipients

① Ryota Kudo

a. Overview	Name	Ryota Kudo
	Location	Chiyoda Ward, Tokyo
	Job title	MikoSea Inc. CEO
b. Relationship with the Company	Capital	Not applicable
	Personal	CEO of MikoSea Inc., a consolidated subsidiary of Asteria
	Business	Not applicable
	Related Party Status	Not applicable

② Toshihiro Naka

a. Overview	Name	Toshihiro Naka
	Location	Kyoto City, Kyoto Prefecture
	Job title	MikoSea Inc. CTO
b. Relationship with the Company	Capital	Not applicable
	Personal	CTO of MikoSea Inc., a consolidated subsidiary of Asteria
	Business	Not applicable
	Related Party Status	Not applicable

③ Bungo Saito

a. Overview	Name	Bungo Saito
	Location	Oshima District, Yamaguchi Prefecture

	Job title	Company Executive, Investor
b. Relationship with the Company	Capital	Not applicable
	Personal	Not applicable
	Business	Not applicable
	Related Party Status	Not applicable

*The Company has confirmed via third-party investigation agency report by SP Network Co., Ltd. (Daiwa Ogikubo Tower, 1-2-1 Kamiogi, Suginami-ku, Tokyo; CEO Kumagai Nobutaka), that the scheduled disposal recipients – Ryota Kudo, Toshihiro Naka and Bungo Saito – have no relationships with antisocial forces and have filed the confirmation to that effect with Tokyo Stock Exchange, Inc.

- (2) Reason for selection of scheduled disposal recipient
Please refer to “2. Purpose and reason for disposal” above.

- (3) Holding policy of scheduled disposal recipient
The Company and disposal recipients have agreed to impose certain restrictions on the sale of the shares acquired through this treasury share disposal. The Company plans to obtain a letter of commitment from the scheduled disposal recipient, in which the scheduled disposal recipient agrees to the following: if the scheduled disposal recipient transfers all or some of the Company’s common shares issued through the third-party allotment during the two-year period from the due date of payment, the scheduled disposal recipient will notify the Company in writing, the Company will report such information to Tokyo Stock Exchange, Inc. and such information will be made available for public inspection.

- (4) Confirmation of assets required for the scheduled disposal recipient to make payment
No cash payment will be made, as this is a third-party allotment of shares through contribution in kind.

7. Major shareholders and ownership ratios after the disposal

Before disposal (As of September 30, 2025)		After disposal	
Yoichiro Hirano	11.39%	Yoichiro Hirano	11.27%
The Master Trust Bank of Japan, Ltd. (Trust Account)	8.47%	The Master Trust Bank of Japan, Ltd. (Trust Account)	8.38%
Yoshiyuki Kitahara	5.43%	Yoshiyuki Kitahara	5.38%
Miroku Jyoho Service Co., Ltd.	3.38%	Miroku Jyoho Service Co., Ltd.	3.35%
Panasonic Information Systems Co., Ltd.	3.37%	Panasonic Information Systems Co., Ltd.	3.33%
HSBC Overseas Nominee (UK) Limited A/C HST5 (Permanent Agent: The Hongkong and Shanghai Banking Corporation, Tokyo Branch)	2.66%	HSBC Overseas Nominee (UK) Limited A/C HST5 (Permanent Agent: The Hongkong and Shanghai Banking Corporation, Tokyo Branch)	2.63%
Japan Securities Finance Co., Ltd.	2.41%	Japan Securities Finance Co., Ltd.	2.38%
Rakuten Securities, Inc.	2.12%	Rakuten Securities, Inc.	2.10%
JP JPMSE LUX RE Nomura Int PLC 1 EQ Co (Permanent Agent: Mitsubishi UFJ Bank, Ltd.)	1.24%	JP JPMSE LUX RE Nomura Int PLC 1 EQ Co (Permanent Agent: Mitsubishi UFJ Bank, Ltd.)	1.23%
Japan Custody Bank, Ltd. (Trust Account)	1.15%	Japan Custody Bank, Ltd. (Trust Account)	1.14%

*1. The shareholding ratio before the disposal is calculated based on the number of shares listed in the shareholder registry as of September 30, 2025.

*2. The shareholding ratio indicates the percentage relative to the total number of issued shares (excluding treasury stock) as of September 30, 2025.

*3. Shareholding ratios have been rounded to two decimal places.

*4. The Company holds 1,156,521 shares of treasury stock (as of September 30, 2025), which have been

excluded from the above list of major shareholders.

8. Future Outlook

It is believed that this treasury share disposal will have a minimal impact on the company's consolidated financial results.

9. Matters concerning the procedure required by the corporate code of conduct

The disposal of treasury shares does not necessitate obtaining an opinion from an independent third party or confirming shareholder intentions, as it satisfies the following conditions: (i) the dilution rate does not exceed 25%, and (ii) there is no change in the controlling shareholder, in accordance with Article 432 of the Securities Listing Regulations of the TSE.

10. Operating results and status of equity finance executed for the last three years

(1) Operating results for the last three years (Consolidated)

(Unit: 1000 JPY, unless otherwise noted / - denotes loss)

Fiscal year ended	March 2023	March 2024	March 2025
Consolidated net sales	2,785,170	2,909,008	3,171,258
Consolidated operating profit	-1,954,563	-3,641,629	781,201
Consolidated ordinary profit	-1,755,498	-3,241,889	765,643
Profit attributable to owners of parent	-1,673,207	-1,811,318	588,623
Consolidated earnings/share (JPY)	-99.63	-107.84	35.02
Dividend per share (JPY)	4.50	6.50	8.00
Consolidated net assets/share (JPY)	424.73	332.12	363.23

(2) Current number of issued shares and potential shares (As of September 30, 2025)

	Number of shares	Ratio to the number of issued shares
Number of issued shares	17,491,265 shares	100%
Number of potential shares at current conversion price (exercise price)	— shares	— %
Number of potential shares at the lower limit of the conversion price (exercise price)	— shares	— %
Number of potential shares at the upper limit of the conversion price (exercise price)	— shares	— %

(3) Status of recent share prices

① Status for the last three years (JPY)

Fiscal year ended	March 2023	March 2024	March 2025
Opening price	959	766	687
Highest price	1,268	890	689
Lowest price	693	572	407
Closing price	786	687	521



② Status for the last six months (JPY)

	June 2025	July 2025	August 2025	September 2025	October 2025	November 2025
Opening price	509	651	658	1,973	1,526	1,475
Highest price	715	670	2,510	2,099	1,792	1,514
Lowest price	504	605	640	1,414	1,213	1,336
Closing price	650	658	1,853	1,577	1,477	1,385

*The November stock price above is as of November 6, 2025

③ Share prices on the business day immediately prior to issuance resolution date (in JPY)

	November 6, 2025
Opening price	1,445
Highest price	1,445
Lowest price	1,380
Closing price	1,385

(1) Status of equity finance executed for the last three years

Not applicable

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.