



January 16, 2026

To all concerned stakeholders,

Asteria Corporation
(TSE Prime Market: 3853)
HIRANO Yoichiro, Founder & CEO
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Notice Regarding Capital and Business Alliance with JPYC Inc. and Disposal of Treasury Shares Through Third-Party Allotment to JPYC Inc.

Asteria Corporation (the “Company”, “Asteria”) hereby announces that, at a meeting of its Board of Directors held on January 16, 2026, it resolved to dispose of treasury shares by way of a third-party allotment (“Third Party Allotment”) to JPYC Inc. (“JPYC”). The Company also resolved to enter a capital and business alliance with JPYC in connection with such allotment. Details are as follows.

I . Overview of capital and business alliance

The Company has resolved to conduct this Third-Party Allotment to JPYC, receive an issuance of Class B1 Preferred Shares from JPYC, and enter a business alliance with JPYC in the share subscription agreement for the Class B1 Preferred Shares (“Capital and Business Alliance Agreement”).

1. Purpose and reason for capital and business alliance

The Company has entered a capital and business alliance with JPYC, the issuer and operator of “JPYC” – a Japanese yen denominated stablecoin that utilizes blockchain technology*.
(*“Stablecoin” is defined in the Payment Services Act as an “electronic payment instrument”)

With the advancement of digital technology in recent years, there has been rapid expansion in the use of blockchain and digital currencies for business-to-business transactions, payments and data distribution. There is a growing emphasis on the importance of highly reliable electronic payment instruments and data utilization platforms premised on interoperability between systems.

Asteria has supported the digital transformation of companies, government agencies and local governments with its extensive experience and technical expertise in fields such as data integration, business automation and no-code development. Meanwhile, JPYC is promoting the development of new economic infrastructure in digital payments and Web3 through the issuance and operation of a Japanese yen-denominated stablecoin.

This capital and business alliance aims to leverage the respective strengths of both companies to create new value by integrating blockchain technology with business systems, thereby enhancing collaboration, as well as accelerating medium-to-long-term business growth and new business creation.

2. Details of business alliance

Both companies will work together on the following initiatives:

- (1) Joint study of JPYC settlement and blockchain utilization
- (2) Collaborate on JPYC-related business systems and data integration
- (3) Treasury business conducted by Asteria using JPYC as its proprietary capital
- (4) Collaborate on stablecoin market development and information sharing

3. Details of capital alliance

The Company will allot 480,700 shares of its common stock. This represents 2.75% of the Company’s issued and outstanding shares as of September 30, 2025 (based on a total of 17,491,265 issued shares).

Additionally, the Company will acquire 57,937 units of JPYC Class B1 Preferred Shares. Combined with the 50,000 shares of JPYC stock held by Asteria Vision Fund I, L.P., managed by the Company’s subsidiary, Asteria Vision Fund Inc., the Asteria Group is expected to hold 107,937 shares of JPYC stock (3.71% of the total issued shares).

Regarding JPYC's Class B1 Preferred Shares: When JPYC distributes residual assets, it is required to pay a certain amount of money to holders of Class A Preferred Shares, registered pledgees on Class A Preferred Shares, holders of Class B1 Preferred Shares, and registered pledgees of Class B2 preferred shares, and registered pledgees of Class B3 preferred shares, prior to holders or registered pledgees of common shares. Class B1 Preferred Shares carry a redemption right, allowing Class B1 Preferred Shareholders to request the exchange of their shares for common shares, and an acquisition clause which allows JPYC to acquire all Class B1 Preferred Shares in exchange for common shares upon the occurrence of certain events. Each Class B1 Preferred Share carries one voting right at both the general shareholders meeting and the class meeting of Class B1 Preferred Shareholders.

4. Overview of business alliance counterparty

(1) Name	JPYC Inc.																		
(2) Location	FINOLAB, Otemachi Building 4F, 1-6-1 Otemachi, Chiyoda-ku, Tokyo																		
(3) Job title and name of representative	OKABE Noritaka, Representative Director																		
(4) Description of business	Issuance of electronic payment instruments, fund transfer and related businesses																		
(5) Share capital	100 million yen																		
(6) Date of establishment	November 20, 2019																		
(7) No. of issued shares	2,853,001 shares																		
(8) Fiscal year end	July																		
(9) No. of employees	25																		
(10) Major clients	Simplex Inc.																		
(11) Main bank	GMO Aozora Net Bank																		
(12) Major shareholders and ownership ratios	Fizzcode LLC 53.14% Infinity Ventures IV, L.P. 11.24%																		
(13) Relationship between the Company and said company	<table border="1"> <tr> <td>Capital relationship</td> <td colspan="3">Asteria Vision Fund I, L.P., managed by the Company's subsidiary Asteria Vision Fund Inc., holds 50,000 shares of JPYC.</td> </tr> <tr> <td>Personnel relationship</td> <td colspan="3">n/a</td> </tr> <tr> <td>Business relationship</td> <td colspan="3">n/a</td> </tr> <tr> <td>Related party relationship</td> <td colspan="3">n/a</td> </tr> </table>			Capital relationship	Asteria Vision Fund I, L.P., managed by the Company's subsidiary Asteria Vision Fund Inc., holds 50,000 shares of JPYC.			Personnel relationship	n/a			Business relationship	n/a			Related party relationship	n/a		
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Personnel relationship	n/a																		
Business relationship	n/a																		
Related party relationship	n/a																		
(14) Operating results and financial positions of the company for the last three years (“-“ denotes negative value)	As of / Fiscal year ended	July 2023	July 2024	July 2025															
Net assets		157	379	460															
Total assets		485	694	691															
Net assets per share (Yen)		55	133	161															
Net sales		1	8	3															
Operating profit		-268	-243	-612															
Ordinary profit		-257	-237	-612															
Net profit		-257	-238	-615															
Earnings per share (Yen)		-90	-83	-216															
Dividend per share (Yen)		0	0	0															

(Millions of yen, unless otherwise noted)

*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 planned allottee JPYC has no relationships with antisocial forces and have filed the confirmation to that effect with Tokyo Stock Exchange, Inc.

5. Timetable

Date of resolution at the meeting of the Board of Directors	January 16, 2026
Date of conclusion of the agreement	January 16, 2026
Date of commencement of business	Third-party allotment payment date

6. Outlook

Refer to "II. Disposal of treasury shares through third-party allotment, 8. Outlook" below.

II. Disposal of treasury shares through third-party allotment

1. Overview of disposal

(1) Disposal period	February 2, 2026 to February 4, 2026
(2) Number of shares for disposal	480,700 shares of common stock
(3) Disposal price	JPY 1,040 per share
(4) Total disposal value	JPY 499,928,000
(5) Disposal method (scheduled recipients)	480,700 shares will be allocated to JPYC through a third-party allotment.
(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

In this capital and business alliance, the Company and JPYC will mutually acquire and hold each other's shares. During the payment period for the Third-Party Allotment, subject to the approval of a resolution on the offering terms for JPYC's Class B1 Preferred Shares, the Company will make a cash contribution of 499,996,310 yen to JPYC and receive the issuance of 57,937 units of Class B1 Preferred Shares from JPYC. JPYC will use the funds contributed by the Company to pay the Company 499,928,000 yen and receive treasury shares through the Third-Party Allotment. Together with the 50,000 JPYC shares held by Asteria Vision Fund I, L.P., managed by our subsidiary Asteria Vision Fund Inc., the Group will hold 107,937 shares of JPYC (3.71% of total issued shares).

This Third-Party Allotment is being conducted for the Company and JPYC to mutually acquire and hold each other's shares under the Capital and Business Alliance and is not intended to raise funds. As stated in "I. Overview of capital and business alliance, 1. Purpose and reason for capital and business alliance", the Capital and Business Alliance aims to leverage the strengths of both companies and create new value by integrating blockchain technology with business systems, thereby enhancing collaboration and accelerating medium-to-long-term business growth and new business creation.

Reason for selection of scheduled allottee are as follows:

- (1) JPYC is the only issuer of Japanese yen-denominated stablecoins (as of January 16, 2026)
- (2) The Asteria Group already holds shares in JPYC
- (3) The Company plans to develop a JPYC-related business, as disclosed in a press release dated December 18, 2025.

In line with the Company's capital policy, and following deliberation by the Board of Directors, the Company and JPYC have agreed to mutually acquire and hold each other's shares. This reciprocal shareholding goes beyond a traditional business alliance, aiming to strengthen the business relationship and promote medium-to long-term growth through enhanced alignment of interests.

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

As outlined in "2. Purpose and reason for disposal", this Third-Party Allotment is conducted for the Company and JPYC to acquire and mutually hold each other's shares. As it is not intended to raise funds, there are no applicable items to report.

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 146,300 yen. As of January 16, 2026, attorney fees remain undetermined and are therefore not included in the estimate.

4. Rationale for use of funds

As outlined in “2. Purpose and reason for disposal”, the treasury share disposal is being conducted for the Company and JPYC to mutually acquire and hold each other’s 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 disposal price (payment amount) for the Third-Party Allotment is based on the simple average of the closing prices of the Company’s common stock on the Tokyo Stock Exchange (“TSE”) over the three-month period immediately preceding the trading day prior to the Board of Directors’ resolution relating to this third-party allotment, being January 15, 2026 (the “Base Date”), i.e., from October 16, 2025 to January 15, 2026 (the “Calculation Period”).

However, where (i) the simple average closing price over the Calculation Period is lower than an amount equal to 97% of the closing price on the Base Date (rounded down to the nearest whole yen), the disposal price is set at an amount equal to 97% of the Base Date closing price; and where (ii) the simple average closing price over the Calculation Period exceeds an amount equal to 103% of the closing price on the Base Date (rounded down to the nearest whole yen), the disposal price is set at an amount equal to 103% of the Base Date closing price.

Based on this methodology, the simple average of the closing prices during the Calculation Period was 1,156 yen, 97% of the Base Date closing price was 979 yen, and 103% of the Base Date closing price was 1,040 yen. Accordingly, the disposal price for this third-party allotment was determined to be 1,040 yen.

The Company determined that adopting the simple average closing price over the three-month period immediately preceding the Board of Directors’ resolution is reasonable because it eliminates the effects of temporary or abnormal stock price fluctuations and provides a more objective basis for calculation. In comparison, a one-month average may be unduly affected by short-term volatility, while a six-month average may not appropriately reflect recent market prices.

The disposal price represents a 2.97% premium to the closing price on the Base Date of 1,010 yen, a 6.67% premium to the simple average closing price of 975 yen for the one-month period from December 16, 2025 to January 15, 2026, and a 12.97% discount to the simple average closing price of 1,195 yen for the six-month period from July 16, 2025 to January 15, 2026 (each percentage rounded to two decimal places)

In determining the disposal price, the Company used the market price, which is an objective indicator of the value of its shares, and confirmed that the calculation method complies with the Japan Securities Dealers Association’s “Guidelines for Handling Third-Party Allotment of New Shares” (April 1, 2010). Accordingly, the Company believes that the method for determining the disposal price is reasonable and that the disposal price does not constitute an amount particularly favorable to the scheduled allottee.

In addition, the Company has obtained opinions from all three of its Audit & Supervisory Board Members (all of whom are outside Audit & Supervisory Board Members), stating that the disposal price is based on objective market prices and complies with the above-mentioned guidelines, and that the Board of Directors’ determination that the disposal price does not constitute an amount particularly favorable to the scheduled allottee is lawful.

(2) Basis of judgment that the disposal quantity and impact of dilution are reasonable

The number of shares to be disposed of in this third-party allotment is 480,700 shares (4,807 voting rights). When combined with the 170,500 treasury shares (1,705 voting rights) delivered through the disposal of treasury shares executed on November 25, 2025, the aggregate number of shares disposed of amounts to 651,200 shares (6,512 voting rights). This aggregate number represents 3.72% of the Company’s total issued shares of 17,491,265 shares



as of the end of September 2025, and 3.99% of the total number of voting rights (163,101 voting rights) as of the same date. Accordingly, the transactions will result in a certain degree of dilution.

However, as described above in “I. Overview of capital and business alliance – 1. Purpose and reason for the capital and business alliance” and “2. Purpose and reason for disposal,” the Company believes that this Third-Party Allotment will contribute to enhancing the Asteria Group’s medium- to long-term corporate value. Therefore, the Company has determined that both the disposal quantity and the resulting scale of dilution are reasonable and appropriate.

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

(1) Overview of scheduled disposal recipients

Refer to “I. Overview of capital and business alliance, 4. Overview of business alliance counterparty”.

(2) Reason for selection of scheduled disposal recipient

Refer to “I. Overview of capital and business alliance, 4. Overview of business alliance counterparty” and “2. Purpose and reason for disposal”.

(3) Holding policy of scheduled disposal recipient

The Company has verbally confirmed that JPYC currently intends to hold the shares acquired through the Third-Party Allotment. If JPYC intends to transfer all or any part of the Company’s common shares acquired through the Third-Party Allotment, the two companies will discuss the method and timing of such transfer in advance. The Company also plans to obtain a written commitment from the allottee that, if it transfers all or any part of the Company’s common shares acquired through the Third-Party Allotment within two years from the payment date, it will promptly report the details to the Company in writing. The allottee further agrees that the Company may report such information to Tokyo Stock Exchange, Inc., and that such report will be made available for public inspection.

(4) Confirmation of assets required for the scheduled disposal recipient to make payment

The Company will remit funds to JPYC and receive shares issued by JPYC. JPYC will then pay the Company using the funds received from the Company as the source.

7. Major shareholders and ownership ratios after the disposal

Before disposal (As of September 30, 2025)		After disposal	
HIRANO Yoichiro	11.27%	HIRANO Yoichiro	10.95%
The Master Trust Bank of Japan, Ltd. (Trust Account)	8.38%	The Master Trust Bank of Japan, Ltd. (Trust Account)	8.14%
KITAHARA Yoshiyuki	5.38%	KITAHARA Yoshiyuki	5.23%
Miroku Jyoho Service Co., Ltd.	3.35%	Miroku Jyoho Service Co., Ltd.	3.25%
Panasonic Information Systems Co., Ltd.	3.33%	Panasonic Information Systems Co., Ltd.	3.24%
HSBC Overseas Nominee (UK) Limited A/C HST5 (Permanent Agent: The Hongkong and Shanghai Banking Corporation, Tokyo Branch)	2.63%	JPYC Inc.	2.83%
Japan Securities Finance Co., Ltd.	2.38%	HSBC Overseas Nominee (UK) Limited A/C HST5 (Permanent Agent: The Hongkong and Shanghai Banking Corporation, Tokyo Branch)	2.55%
Rakuten Securities, Inc.	2.10%	Japan Securities Finance Co., Ltd.	2.31%
JP JPMSE LUX RE Nomura Int PLC 1 EQ Co (Permanent Agent: Mitsubishi UFJ Bank, Ltd.)	1.23%	Rakuten Securities, Inc.	2.04%
Japan Custody Bank, Ltd. (Trust Account)	1.14%	JP JPMSE LUX RE Nomura Int PLC 1 EQ Co (Permanent Agent: Mitsubishi UFJ Bank, Ltd.)	1.19%

*1. The pre-disposal shareholding ratio is based on the total issued shares as of September 30, 2025, minus



treasury shares (1,156,521 shares) as of the same date, plus the number of shares (170,500 shares) disposed of on November 25, 2025. The post-disposal shareholding ratio is based on the aforementioned total, adjusted to include the shares issued under Third-Party Allotment.

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

*3. 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. Outlook

The impact on the Company's consolidated results is currently undetermined. The Company will promptly inform the relevant parties should any manners requiring disclosure arise.

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
Net sales	2,785,170	2,909,008	3,171,258
Operating profit	-1,954,563	-3,641,629	781,201
Profit before income tax	-1,755,498	-3,241,889	765,643
Profit attributable to owners of parent	-1,673,207	-1,811,318	588,623
Earnings/share (JPY)	-99.63	-107.84	35.02
Dividend per share (JPY)	4.50	6.50	8.00
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)

	August 2025	September 2025	October 2025	November 2025	December 2025	January 2026
Opening price	658	1,973	1,526	1,475	1,125	950
Highest price	2,510	2,099	1,792	1,514	1,131	1,028
Lowest price	640	1,414	1,213	1,096	935	938
Closing price	1,853	1,577	1,477	1,126	948	1,010

*The January stock price above is as of January 15, 2026.



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

	January 15, 2026
Opening price	964
Highest price	1,015
Lowest price	964
Closing price	1,010

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

Disposal of treasury stock through third-party allotment

Disposal date	November 25, 2025
Number of shares for disposal	170,500 shares of common stock
Disposal price	JPY 1,425 per share
Total disposal value	JPY 242,962,500 No funds were raised through this treasury stock disposal. No cash payment was made, as the contribution was made in kind using non-monetary assets (part of the transfer price receivable for the acquisition of shares from the allottees).
Disposal recipient	KUDO Ryota: 103,200 shares NAKA Toshihiro: 31,400 shares SAITO Bungo: 35,900 shares

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.