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August 8, 2025

## Consolidated Financial Results for the First Quarter Ended June 30, 2025 (Under Japanese GAAP)

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 Listing: Tokyo Stock Exchange  
 Securities code: 4169  
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 Scheduled date to commence dividend payments: –  
 Preparation of supplementary material on financial results: Yes  
 Holding of financial results briefing: Yes

(Yen amounts are rounded down to millions, unless otherwise noted.)

### 1. Consolidated financial results for the three months ended June 30, 2025 (from April 1, 2025 to June 30, 2025)

#### (1) Consolidated operating results

(Percentages indicate year-on-year changes.)

	Revenue		Operating profit		Adjusted EBITDA		Ordinary profit		Profit attributable to owners of parent	
Three months ended	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%
June 30, 2025	1,546	–	198	–	211	–	(197)	–	(169)	–
March 31, 2024	1,356	27.4	(748)	–	–	–	(134)	–	(371)	–

Notes 1. Comprehensive income For the three months ended June 30, 2025: JPY (122) million [–%]  
 For the three months ended March 31, 2024: JPY (410) million [–%]

2. Adjusted EBITDA: Operating Profit + Depreciation + Amortization of goodwill + Stock Compensation Expense

3. Adjusted EBITDA for the first quarter of the fiscal year ended March 31, 2025 has not been calculated.

4. The fiscal year ended March 31, 2025, which served as the transitional period for the change in the fiscal year, covers an irregular 15-month period (from January 1, 2024, to March 31, 2025) and consolidated operating results of the first quarter of the fiscal year ended March 31, 2025 are those for a period from January 2024 to March 2024. Accordingly, as the comparison periods are different, year-on-year changes for the three months ended June 30, 2025 are not stated.

	Basic earnings per share	Diluted earnings per share
Three months ended	Yen	Yen
June 30, 2025	(3.98)	–
March 31, 2024	(11.44)	–

#### (2) Consolidated financial position

	Total assets	Net assets	Equity-to-asset ratio
As of	Millions of yen	Millions of yen	%
June 30, 2025	6,401	4,439	69.1
March 31, 2025	7,411	4,551	61.2

Reference: Equity

As of June 30, 2025: JPY 4,423 million  
 As of March 31, 2025: JPY 4,535 million

## 2. Cash dividends

	Annual dividends per share				
	First quarter-end	Second quarter-end	Third quarter end	Fiscal year-end	Total
Fiscal year ended March 31, 2025	Yen —	Yen 0.00	Yen —	Yen 0.00	Yen 0.00
Fiscal year ending March 31, 2026	—				
Fiscal year ending March 31, 2026 (Forecast)		—	—	—	—

Notes 1. Revisions from dividend forecast most recently announced: None

2. The Company's Articles of Incorporation stipulate that the record dates for dividend fall on the last day of the second quarter and the last day of the fiscal year. At present, the forecast for dividends with these record dates has yet to be determined.

## 3. Consolidated earnings forecasts for the fiscal year ending March 31, 2026 (from April 1, 2025 to March 31, 2026)

(Percentages indicate year-on-year changes.)

	Revenue		Operating profit		Adjusted EBITDA		Ordinary profit		Profit attributable to owners of parent		Basic earnings per share
	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%	
Fiscal year ending March 31, 2026	6,000	—	—	—	350	—	—	—	—	—	Yen —

Notes 1. Revisions from earnings forecast most recently announced: Yes

For details, please refer to "Notice Concerning Upward Revision of Consolidated Financial Results Forecast for FY25" announced today (August 8, 2025).

2. Adjusted EBITDA: Operating Profit + Depreciation + Amortization of goodwill + Stock Compensation Expense

**\*Notes**

(1) Significant changes in the scope of consolidated during the period: None

(2) Application of special accounting for preparing quarterly consolidated financial statements: None

(3) Changes in accounting policies, changes in accounting estimates, and restatement

- (i) Changes in accounting policies due to revisions to accounting standards and other regulations: Yes
- (ii) Changes in accounting policies due to other reasons: None
- (iii) Changes in accounting estimates: None
- (iv) Restatement: None

(4) Number of issued shares (common shares)

(i) Total number of issued shares at the end of the period (including treasury shares)

As of June 30, 2025	42,715,092 shares
As of March 31, 2025	42,591,120 shares

(ii) Number of treasury shares at the end of the period

As of June 30, 2025	911 shares
As of March 31, 2025	753 shares

(iii) Average number of shares outstanding during the period

Three months ended June 30, 2025	42,612,901 shares
Three months ended March 31, 2024	32,427,364 shares

\* Review of the Japanese-language originals of the attached consolidated quarterly financial statements by certified public accountants or an audit firm: None

\* Proper use of earnings forecasts, and other special matters:

Forward-looking statements, including the consolidated forecasts stated in these materials, are based on information currently available to the Company and certain assumptions deemed reasonable.

Consequently, any statements herein do not constitute assurances regarding actual results by the Company. Actual business and other results may differ substantially due to various factors.

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## 1. Qualitative information on quarterly financial results

### (1) Explanation of operating results

The previous fiscal year is an irregular 15-month period in line with the change in the fiscal year-end of our Group. Accordingly, comparisons have not been made with the previous fiscal year.

With regard to the Japanese economy during the three months ended June 30, 2025, while the employment and income environment is expected to improve, the outlook for the economy remains uncertain due to factors such as continual price hikes and fear of risk to energy supply networks and resource prices, amidst unstable international situations as caused by changes in the financial policies of major developed countries.

In the environment surrounding the energy industry to which our group belongs, a relatively stable trend is currently being seen after a temporary surge, and some energy companies are showing positive movements towards user acquisition. In addition, the Seventh Strategic Energy Plan approved in February 2025 by the Cabinet states that electricity demand is likely to increase due to the spread and expansion of generative AI in addition to the new and additional construction of data centers and semiconductor factories in a medium- to long-term.

In this environment, our group, as a platformer supporting energy distribution in our business areas, aims to provide solutions contributing to reductions in energy costs and environmental costs in Japan, as stated in “Explanatory Materials Related to Business Plan and Growth Potential” dated June 23, 2025. We will work to enhance value offered to customers in our platform and maximize the electricity amount mediated by us. Specific solutions include “core system development for new entrant electricity retailers,” “power supply support,” and “decentralized resource provision and control” which are scheduled to be successively provided for the period of the medium-term management plan (from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028), in addition to our existing “Energy Switching Service” and “SaaS & System Development.”

Based on the above, in the “Energy Switching Service,” our existing solution, our group has strengthened collaboration with energy companies for both “ENECHANGE” (a platform for switching household electricity and gas providers) and “ENECHANGE Biz” (a platform for switching corporate electricity and gas providers). As a service for households, taking advantage of the opening of electricity data derived from smart meters under certain rules, we provide “ENECHANGE My Energy” that utilizes this data. Through this service, we aim to continuously enhance acquisition of new users and support for existing users by proposing optimal electricity plans for the diversified and complex electricity rate plans. In addition, we are working to strengthen the acquisition of users upon moving to a new residence by adding “gas connection applications” when moving as a new function.

In “SaaS & System Development,” we are actively working on continuous development of new features and strengthening sales for the cloud-based digital marketing support SaaS “ENECHANGE Cloud Marketing” primarily provided to energy and gas companies, and the household Demand Response service “ENECHANGE Cloud DR.”

Additionally, in “ENECHANGE Cloud EV” for providing high-quality cloud services including energy, EVs, and system and app development in a one-stop manner, we have undertaken the development of customized EV charging apps, leveraging the software behind the “ENECHANGE EV Charge” app. Furthermore, we provide EV charger information as “EVsmart Data API” to multiple charging operators, automobile companies, map information companies, and governmental bodies.

As a result, the operating results of our group for the three months ended June 30, 2025 have recorded revenue of 1,546,107 thousand JPY, an operating profit of 198,900 thousand JPY, an ordinary loss of 197,740 thousand JPY. Loss attributable to owners of parent was 169,635 thousand JPY.

In addition, we have recorded share of loss of entities accounted for using equity method of 382,274 thousand JPY in non-operating expenses and insurance claim income of 23,662 thousand JPY in extraordinary income.

With regard to operating results by segments, we changed our reportable segments to a single segment of “Energy

Retail Platform” from the three segments consisting of “Energy Platform business,” “Energy Data business,” and “EV Charging business” starting from the first quarter of the current fiscal year. For details, please refer to “(Notes on change in reportable segments)” in “2. Quarterly consolidated financial statements and significant notes, (3) Notes to quarterly consolidated financial statements, (Segment information, etc.).”

The operating results of each solution are as follows.

1 Energy Switching Service

In “Energy Switching Service,” revenue amounted to 1,064,411 thousand JPY. As both household and corporate switch counts have been robust, the number of household users reached 286,460 and the accumulated number of corporate bases reached 16,284.

2 SaaS & System Development

In “SaaS & System Development,” revenue amounted to 368,736 thousand JPY. As a result of continued service provision to existing customers and the introduction of new customers to digital marketing support SaaS “ENECHANGE Cloud Marketing” and household Demand Response service “ENECHANGE Cloud DR,” the number of customers reached 39 companies.

(2) Explanation of financial position during the period

(Assets)

At the end of the first quarter of the current fiscal year, current assets amounted to 4,825,121 thousand JPY, a decrease of 650,520 thousand JPY compared to the end of the previous fiscal year. This decrease is primarily due to decreases of 308,407 thousand JPY in cash and deposits and 291,079 thousand JPY in accounts receivable Trade and Contract Assets.

Additionally, non-current assets amounted to 1,576,870 thousand JPY at the end of the first quarter of the current fiscal year, a decrease of 359,232 thousand JPY compared to the end of the previous fiscal year. This increase is primarily due to a decrease of 342,951 thousand JPY in investment securities.

As a result, total assets were 6,401,991 thousand JPY, a decrease of 1,009,753 thousand JPY compared to the end of the previous fiscal year.

(Liabilities)

At the end of the first quarter of the current fiscal year, current liabilities amounted to 1,550,856 thousand JPY, a decrease of 842,590 thousand JPY compared to the end of the previous fiscal year. This decrease was primarily due to decreases of 322,989 thousand JPY in accounts payable - other, 100,000 thousand JPY in short-term borrowings, and 240,004 thousand JPY in current portion of long-term borrowings.

Non-current liabilities amounted to 411,867 thousand JPY at the end of the first quarter of the current fiscal year, a decrease of 54,748 thousand JPY from the end of the previous fiscal year. This decrease was mainly due to a decrease of 54,495 thousand JPY in long-term borrowings.

As a result, total liabilities were 1,962,723 thousand JPY, a decrease of 897,339 thousand JPY compared to the end of the previous fiscal year.

(Net assets)

At the end of the first quarter of the current fiscal year, the total net assets were 4,439,267 thousand JPY, a decrease of 112,414 thousand JPY compared to the end of the previous fiscal year. This decrease was primarily due to the recording of 169,635 thousand JPY of loss attributable to owners of parent.

As a result, the equity-to-asset ratio was 69.1% (61.2% at the end of the previous fiscal year).

(3) Explanation of consolidated earnings forecast and other forward-looking information

We have changed our consolidated earnings forecast for the fiscal year ending March 31, 2026, which was announced on May 15, 2025.

For details, please refer to “Notice Concerning Upward Revision of Consolidated Financial Results Forecast for

FY25” announced on August 8, 2025.

## 2. Quarterly consolidated financial statements and significant notes

### (1) Quarterly consolidated balance sheet

(Thousands of yen)

	As of March 31, 2025	As of June 30, 2025
<b>Assets</b>		
Current assets		
Cash and deposits	4,263,507	3,955,100
Accounts receivable Trade and Contract Assets	944,100	653,020
Merchandise and finished goods	385	385
Work in process	-	10,364
Advance payments to suppliers	298	-
Accounts receivable - other	65,178	29,300
Other	202,784	180,477
Allowance for doubtful accounts	(612)	(3,526)
Total current assets	5,475,642	4,825,121
Non-current assets		
Property, plant and equipment	31,892	48,289
Intangible assets		
Software	2,396	2,258
Goodwill	130,204	122,936
Total intangible assets	132,601	125,195
Investments and other assets		
Investment securities	1,419,994	1,077,042
Long-term loans receivable	150,260	111,945
Guarantee deposits	133,139	158,347
Long-term accounts receivable - other	127,024	117,859
Allowance for doubtful accounts	(58,809)	(61,809)
Total investments and other assets	1,771,608	1,403,385
Total non-current assets	1,936,102	1,576,870
Total assets	7,411,744	6,401,991



	As of March 31, 2025	As of June 30, 2025
<b>Liabilities</b>		
Current liabilities		
Accounts payable - trade	44,386	27,331
Short-term borrowings	200,000	100,000
Current portion of long-term borrowings	447,988	207,984
Accounts payable - other	728,481	405,492
Income taxes payable	21,022	14,708
Contract liabilities	359,018	243,232
Provision for bonuses	71,334	80,176
Provision for sales promotion expenses	117,446	98,622
Other	403,769	373,307
Total current liabilities	2,393,447	1,550,856
Non-current liabilities		
Long-term borrowings	466,362	411,867
Deferred tax liabilities	253	-
Total non-current liabilities	466,615	411,867
Total liabilities	2,860,062	1,962,723
<b>Net assets</b>		
Shareholders' equity		
Share capital	1,506,236	1,511,583
Capital surplus	11,551,693	11,557,039
Retained earnings	(8,697,142)	(8,866,778)
Treasury shares	(551)	(606)
Total shareholders' equity	4,360,235	4,201,238
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	2,719	17,071
Foreign currency translation adjustment	172,863	205,374
Total accumulated other comprehensive income	175,583	222,445
Share acquisition rights	15,862	15,584
Total net assets	4,551,681	4,439,267
<b>Total liabilities and net assets</b>	<b>7,411,744</b>	<b>6,401,991</b>

## (2) Quarterly consolidated statements of income and consolidated statement of comprehensive income

## Quarterly consolidated statement of income

(Thousands of yen)

	Three months ended March 31, 2024	Three months ended June 30, 2025
Revenue	1,356,630	1,546,107
Cost of revenue	279,814	212,736
Gross profit	1,076,815	1,333,370
Selling, general and administrative expenses	1,825,404	1,134,469
Operating profit (loss)	(748,588)	198,900
Non-operating income		
Interest income	9	999
Gain from expired gift vouchers, etc.	6	-
Gain on donation of subsidy income	698,681	-
Other	50	232
Total non-operating income	698,747	1,231
Non-operating expenses		
Interest expenses	50,612	6,241
Foreign exchange losses	1,833	1,279
Taxes and dues	14,004	-
Share of loss of entities accounted for using equity method	7,596	382,274
Other	10,138	8,077
Total non-operating expenses	84,184	397,873
Ordinary loss	(134,026)	(197,740)
Extraordinary income		
Insurance claim income	-	23,662
Other	-	5,856
Total extraordinary income	-	29,518
Extraordinary losses		
Impairment losses	236,120	-
Total extraordinary losses	236,120	-
Loss before income taxes	(370,146)	(168,222)
Income taxes - current	950	1,420
Income taxes - deferred	24	(7)
Total income taxes	975	1,412
Loss	(371,122)	(169,635)
Loss attributable to non-controlling interests	(100)	-
Loss attributable to owners of parent	(371,022)	(169,635)

Quarterly consolidated statement of comprehensive income

(Thousands of yen)

	Three months ended March 31, 2024	Three months ended June 30, 2025
Loss	(371,122)	(169,635)
Other comprehensive income		
Valuation difference on available-for-sale securities	(4,174)	10,723
Foreign currency translation adjustment	7,458	1,765
Share of other comprehensive income of entities accounted for using equity method	(42,577)	34,373
Total other comprehensive income	(39,293)	46,862
Comprehensive income	(410,416)	(122,773)
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	(410,316)	(122,773)
Comprehensive income attributable to non-controlling interests	(100)	-

### (3) Notes to quarterly consolidated financial statements

#### (Additional information)

##### (Taxation on trust-type stock options)

The National Tax Agency published “Taxation on Stock Options (Q&A)” on May 30, 2023, stating that “trust-type stock options” are considered to result in economic benefits that are essentially regarded as salary when company personnel exercise the rights granted to them to acquire shares. Therefore, when personnel exercise these stock options to acquire shares from the issuing company, the economic benefits derived must be subjected to withholding income tax as salary income and paid accordingly. In the previous fiscal year, the Company paid the amount due for withholding income tax. However, the corresponding receivables have been recorded as 26,916 thousand JPY in “Accounts receivable - other” under “Current assets” and 117,859 thousand JPY in “Long-term accounts receivable - other” under “Non-current assets.” In addition, allowance for doubtful accounts of 60,469 thousand JPY has been recorded in non-current assets for the estimated uncollectible amount based on the calculation of the repayable amount under certain assumptions for each right holder.

##### (Notes on changes in accounting policy)

##### (Application of Accounting Standard for Current Income Taxes and other regulations)

The Company has applied the Accounting Standard for Current Income Taxes (ASBJ Statement No. 27, October 28, 2022; hereinafter referred to as “2022 Revised Accounting Standard”) and other regulations since the beginning of the first quarter of the current fiscal year.

Revisions concerning the accounting categories of income taxes (taxation on other comprehensive income) are subject to the transitional treatment stipulated in the proviso of Paragraph 20-3 of the 2022 Revised Accounting Standard and the transitional treatment stipulated in the proviso of Paragraph 65-2 (2) of the Guidance on Accounting Standard for Tax Effect Accounting (ASBJ Guidance No. 28, October 28, 2022; hereinafter referred to as “2022 Revised Guidance”). There is no impact of this change in the accounting policy on the quarterly consolidated financial statements.

In addition, The Company has applied the 2022 Revised Guidance since the beginning of the first quarter of the current fiscal year for revisions related to the review of treatment in the consolidated financial statements when a gain or loss on sale arising from the sale of shares of subsidiaries among consolidated companies is deferred for tax purposes. This change in the accounting policy is retrospectively applied; however, there is no applicable event and there is no impact of this change in the accounting policy on the quarterly consolidated financial statements and the consolidated financial statements of the previous fiscal year.

(Segment information, etc.)

Segment information

I For the three months ended March 31, 2024

As stated in “II. For the three months ended June 30, 2025 (Notes on changes in reportable segments).

II For the three months ended June 30, 2025

Description is omitted as the group consists of a single segment.

(Notes on change in reportable segments)

The Group’s reportable segments previously consisted of three businesses: Energy Platform business, Energy Data business, and EV Charging business. Since the three months ended June 30, 2025, however, the Group has changed such segments into a single segment of “Energy Retail Platform.”

During the previous fiscal year, ENECHANGE EV LAB Ltd., EV JUDEN INFRA ICHIGO LLC, and EV JUDEN INFRA NIGO LLC, which were consolidated subsidiaries, were transferred to Miraiz ENECHANGE Ltd., a joint venture established with CHUBU Electric Power Miraiz Co., Inc. In addition, based on “Explanatory Materials Related to Business Plan and Growth Potential” dated June 23, 2025, we reviewed our business segments from perspectives of the business development and the improvement of operational efficiency of our business management structure. As a result, the Group has determined it appropriate that its business segment is a single segment of “Energy Retail Platform.”

Due to this change, segment information for the three months ended March 31, 2024 and the three months ended June 30, 2025 has been omitted.

(Notes in case of significant changes in shareholders’ equity)

Not applicable.

(Note on entity’s ability to continue as going concern)

Not applicable.

(Notes to quarterly consolidated statement of cash flows)

A quarterly consolidated statement of cash flows for the three months ended June 30, 2025 has not been prepared. Depreciation (including depreciation related to intangible assets excluding goodwill) and amortization of goodwill for the three months ended March 31, 2024 and June 30, 2025 are as follows.

	For the three months ended March 31, 2024	For the three months ended June 30, 2025
Depreciation	17,240 thousand JPY	4,847 thousand JPY
Amortization of goodwill	38,349 thousand JPY	7,267 thousand JPY

(Significant subsequent events)

(Issuance of share acquisition rights (paid share options))

At our Board of Directors meeting held on June 23, 2025 and June 30, 2025, the Company resolved to issue share acquisition rights as stock options to our Representative Director, Executive Officers, and employees based on the provisions of Articles 236, 238, and 240 of the Companies Act, which were issued on July 8, 2025.

Details of such share acquisition rights are as follows:

Allotment date	July 8, 2025
Classification and number of eligible persons	The Company's Representative Director: 1 person The Company's employees including executive officers: 5 persons The Company's employees: 7 persons
Number of share acquisition rights*	21,300 (Note 1)
Class, details, and number of shares to be issued upon exercise of the share acquisition rights*	Common shares: 2,130,000 shares (Note 1)
Payment amount upon exercise of share acquisition rights (in yen)*	355 (Note 2)
Exercise period of share acquisition rights*	From: July 1, 2028 To: July 7, 2035
Issue price and capital contribution amount of shares issued upon exercise of share acquisition rights (in yen)*	Issue price: 500 Capital contribution amount: 250 (Note 3)
Conditions for exercising the share acquisition rights*	(Note 4)
Matters concerning the transfer of share acquisition rights*	The transfer of the share acquisition rights requires the approval of the Company's Board of Directors. (Note 5)
Matters concerning delivery of share acquisition rights upon the act of structural reorganization*	(Note 6)

(Notes)

1. Class and number of shares to be issued upon exercise of the share acquisition rights

- (1) The number of shares to be issued upon exercise of each share acquisition right (hereinafter referred to as the "Number of Shares Granted") shall be one hundred (100) shares of common shares of the Company.
- (2) The Number of Shares Granted shall be adjusted according to the following formula in the event that the Company conducts a stock split (including the gratis allotment of common shares of the Company; the same shall apply hereinafter) or a stock consolidation after the allotment date of the share acquisition rights. However, such adjustments shall be made only with respect to the number of shares underlying the share acquisition rights that have not been exercised at the time of such an adjustment, and any fraction less than one share arising from the adjustment shall be rounded down.

Number of Shares Granted after adjustment =

Number of Shares Granted before adjustment × Ratio of stock split (or stock consolidation)

- (3) The Company may appropriately adjust the Number of Shares Granted to a reasonable extent if, after the allotment date of the share acquisition rights, the Company conducts a merger, company split, share exchange, or share delivery or, in equivalent cases, requires adjustment of the "Number of Shares Granted."

2. Value or calculation method of assets to be contributed upon exercise of share acquisition rights

- (1) The value of the assets to be contributed upon exercise of the share acquisition rights shall be the amount obtained by multiplying the amount to be paid per share (hereinafter referred to as the "Exercise Price") by the Number of Shares Granted.
- (2) The Exercise Price shall be 355 yen.
- (3) In the event that the Company conducts a stock split or a stock consolidation after the allotment date of the share acquisition rights, the Exercise Price shall be adjusted according to the following formula, and any fraction less than one yen arising from the adjustment shall be rounded up.

$$\text{Adjusted Exercise Price} = \text{Original Exercise Price} \times \frac{1}{\text{Ratio of stock split (or stock consolidation)}}$$

- (4) If after the allotment date of the share acquisition rights, the Company issues new shares or disposes of its own shares at a price below the market value of its common shares (excluding cases involving the issuance of new shares and disposal of treasury shares based on the exercise of share acquisition rights, as well as mergers, company splits, share exchanges, and share delivery), the Exercise Price shall be adjusted according to the following formula, with any fractional amounts less than one yen being rounded up.

$$\begin{array}{rcccl} \text{Adjusted} & & & & \\ \text{Exercise} & & & & \\ \text{Price} & = & \text{Original} & \times & \frac{\text{Shares outstanding} + \frac{\text{New shares issued} \times \text{Payment amount per share}}{\text{Market price per share before new issuance}}}{\text{Shares outstanding} + \text{New shares issued}} \\ & & \text{Exercise} & & \\ & & \text{Price} & & \end{array}$$

- (5) In the above formula, “Shares outstanding” refers to the total number of common shares issued by the Company, less the number of treasury shares. When the Company disposes of treasury shares, “New shares issued” should be replaced with “treasury shares to be disposed of.”
- (6) In addition, the Company may appropriately adjust the Exercise Price to a reasonable extent if, after the allotment date of the share acquisition rights, the Company conducts a merger, company split, share exchange, or share delivery or, in equivalent cases, requires adjustment of the “Exercise Price.”

### 3. Matters concerning the share capital and legal capital surplus

- (1) The amount of share capital to be increased due to the issuance of shares upon exercise of the share acquisition rights shall be one-half of the maximum amount of increase in the share capital, etc. to be calculated pursuant to Article 17, Paragraph 1 of the Regulations for Corporate Accounting, with any amount less than one yen arising from the calculation to be rounded up.
- (2) The amount of legal capital surplus to be increased in the event of issuance of shares upon exercise of the share acquisition rights shall be the amount obtained by subtracting the amount of increase in share capital as specified in 3. (1) above from the maximum amount of increase in share capital, etc. as stated in Note 3. (1).

### 4. Conditions for exercising the share acquisition rights

- (1) A person who has been allotted share acquisition rights (hereinafter referred to as the “Share Acquisition Rights Holder”) may exercise the share acquisition rights allotted to each of Share Acquisition Rights Holders up to the exercisable ratio specified in an applicable item below (hereinafter referred to as the “Exercisable Ratio”) if the revenue and adjusted EBITDA, as recorded in the audited consolidated statement of income (or the statement of income if a consolidated statement of income is not prepared) of the Company’s annual report, meet any of the levels specified from (a) to (e) for either the fiscal year ending March 31, 2028 or March 31, 2029.
- (a) In the case that revenue is 8.3 billion JPY or more and adjusted EBITDA is 1 billion JPY or more: Exercisable Ratio is 20%
  - (b) In the case that revenue is 8.3 billion JPY or more and adjusted EBITDA is 1.25 billion JPY or more: Exercisable Ratio is 40%
  - (c) In the case that revenue is 8.3 billion JPY or more and adjusted EBITDA is 1.5 billion JPY or more: Exercisable Ratio is 60%
  - (d) In the case that revenue is 8.3 billion JPY or more and adjusted EBITDA is 1.75 billion JPY or more: Exercisable Ratio is 80%
  - (e) In the case that revenue is 8.3 billion JPY or more and adjusted EBITDA is 2 billion JPY or more: Exercisable Ratio is 100%

The adjusted EBITDA amount is calculated by adding depreciation, amortization, and stock compensation expense to the operating profit recorded in the audited consolidated statement of income, as stated in the Company’s annual report (or the statement of income if a consolidated statement of income is not prepared). In determining the revenue and adjusted EBITDA above, if the Board of Directors judges that it is not appropriate to determine based on the actual figures stated in the Company’s consolidated statement of income (or the statement of income if a consolidated statement of income is not prepared) due to any occurrence of events such as changes in applicable accounting standards or corporate acquisitions that significantly affect our performance, the Company may adjust the actual figures used for the determination by eliminating the impact of such corporate acquisitions within a reasonable range. Furthermore, if there is a significant change

in the concept of reference items due to the application of International Financial Reporting Standards or a change in the fiscal year-end, the Board of Directors shall separately establish indicators to be referred to. Moreover, in the calculation of the Exercisable Ratio, if a fraction less than one occurs in the number of the share acquisition rights that can be exercised by each of Share Acquisition Rights Holders, it shall be rounded down.

- (2) Share Acquisition Rights Holders must be directors, executive officers, auditors, contractors, or employees of the Company or its associated company (as defined in Article 8, Paragraph 8 of the Regulation on the Terminology, Forms, and Preparation Methods of Financial Statements, hereinafter the same) at the time of exercising their share acquisition rights. However, this requirement shall not apply if the Board of Directors recognizes a justifiable reason, such as retirement due to the expiration of the term of office, mandatory retirement, or other valid reasons.
- (3) In the event of the death of a Share Acquisition Rights Holder, notwithstanding the above (2), the legal heir of the Share Acquisition Rights Holder, specifically one member from either the spouse or a first-degree relative (hereinafter referred to as “Successor”), may exercise the share acquisition rights only within six months from the date of the Share Acquisition Rights Holder’s death. However, if the Successor dies, the Successor’s heirs cannot inherit the share acquisition rights.
- (4) If the matters listed in each of the following items (hereinafter referred to as “Reorganization Reasons”) are approved at the Company’s General Meeting of Shareholders (except where approval by the Company’s general meeting of shareholders is not required in item (b), and for item (f), it shall be by the Company’s Board of Directors), all share acquisition rights that satisfy all of conditions (1) to (3) above on the day of such approval may be exercised only for 30 days from the date of such approval: (a) Merger agreement where the Company becomes the dissolved company; (b) Spin-off agreement or spin-off plan where the Company becomes a split company (only if the split consideration received due to the company split is distributed in whole or in part to the Company’s shareholders on the effective date of the company split); (c) Share exchange agreement, share transfer plan, or share delivery plan where the Company becomes a wholly owned subsidiary; (d) Consolidation of shares (only if such consolidation of shares results in fractional shares of the Company’s shares, which are the subject of the Company’s outstanding share acquisition rights, being less than one share at that time); (e) Acquisition of all the Company’s common shares with acquisition clauses under Article 108, Paragraph 1, Item 7 of the Companies Act; and (f) Demand for the sale of shares, etc., targeting the Company’s common shares and (if the Company’s share acquisition rights are still effective at that time) share acquisition rights (meaning the demand for the sale of shares, etc., stipulated in Article 179-3, Paragraph 1 of the Companies Act).
- (5) If the exercise of the share acquisition rights causes the total number of issued shares of the Company to exceed its total number of authorized shares at that time, such share acquisition rights may not be exercised.
- (6) Each share acquisition right may not be exercised for less than one share acquisition right.

#### 5. Conditions of acquisition of share acquisition rights

- (1) If approval is granted by the General Meeting of Shareholders regarding a merger agreement where the Company becomes the dissolved company, a spin-off agreement or spin-off plan concerning a company split where the Company becomes a split company, or a share exchange agreement, share delivery plan, or share transfer plan where the Company becomes a wholly owned subsidiary (or, if approval of the General Meeting of Shareholders is not required, by a resolution by the Board of Directors), the Company will be able to acquire all of the share acquisition rights for free on a date separately specified by the Board of Directors.
- (2) In the event that the exercise of the share acquisition rights becomes impossible pursuant to the provisions of 4. above prior to the exercise by the Share Acquisition Rights Holder, the Company may acquire such share acquisition rights for which the exercise becomes impossible without any charge upon the arrival of a date separately specified by its Board of Directors.

#### 6. Handling of share acquisition rights upon the act of structural reorganization

In case the Company conducts a merger (limited to the case where the Company is dissolved as a result of the merger), an absorption-type company split, an incorporation-type company split, a share exchange or a share transfer (hereinafter collectively referred to as “Act of Structural Reorganization”), the share acquisition rights of the stock company listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (hereinafter referred to as the “Reorganized Company”) shall be delivered to the Share Acquisition Rights Holder on the effective date of the Act of Structural Reorganization in each case according to the following conditions. However, this shall be limited to the cases where it is stipulated in the absorption-type merger agreement, consolidation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan that share acquisition rights of the Reorganized Company shall be delivered in accordance with the following conditions.



- (1) Number of share acquisition rights of the Reorganized Company to be delivered  
The same as the number of share acquisition rights held by the Share Acquisition Rights Holder shall be delivered respectively.
- (2) Class of shares of the Reorganized Company to be issued upon exercise of share acquisition rights  
Shares of common shares of the Reorganized Company shall be issued.
- (3) Number of shares of the Reorganized Company to be issued upon exercise of share acquisition rights  
Shall be determined in accordance with 1. above based on the consideration of conditions of the Act of Structural Reorganization.
- (4) Amount of assets to be contributed upon exercise of share acquisition rights  
Shall be determined, based on the consideration of conditions of the Acts of Structural Reorganization, by multiplying the amount obtained after the reorganization by adjusting the Exercise Price in accordance with 2. above by the number of shares of the Reorganized Company to be issued upon exercise of the share acquisition rights as determined in accordance with 6. (3) above.
- (5) Period during which share acquisition rights are exercisable  
The period shall be from the commencement date of the period during which share acquisition rights are exercisable, or the effective date of the Acts of Structural Reorganization, whichever is later, until the expiry date of the period during which share acquisition rights are exercisable. However, when the last day of the Exercise Period falls on a holiday of the company, the previous business day shall be deemed the last day.
- (6) Matters concerning the share capital and legal capital surplus to be increased when shares are issued upon the exercise of share acquisition rights  
To be determined in accordance with 3. above.
- (7) Restriction on acquisition of share acquisition rights through transfer  
Any acquisition of the share acquisition rights through transfer shall require approval by resolution of the Board of Directors of the Reorganized Company.
- (8) Other conditions upon exercise of share acquisition rights  
To be determined in accordance with 4. above.
- (9) Other conditions shall be determined in accordance with the conditions of the Reorganized Company.

(Others)

(Litigation from Terra Charge Corporation)

As stated in an extraordinary report filed on December 13, 2024, the Company received a claim for damages amounting to 510,000 thousand JPY and delayed damages thereof from Terra Charge Corporation (hereinafter referred to as “Terra”), alleging that: (1) statements made by our former CEO, Yohei Kiguchi, during a Q&A session at the Financial Results Briefing for individual investors held in February 2024, which is published on our website, constitute tort and unfair competition acts; (2) our company engaged in unjust interference with the aim of withdrawing investments or loans concerning investment or loan agreements between Terra and its business partners, which also constitutes a tort. Although multiple hearings have already been held at the court with jurisdiction, we maintain that none of Terra’s claims are justified, and will continue to assert and prove our legitimacy.

(Litigation from a former employee)

As stated in “Notice Concerning Litigation Filed Against Our Company” filed on February 12, 2025, the Company received notice on February 10, 2025 of a legal complaint that was filed by a former employee with the Tokyo District Court on December 27, 2024. Based on the “Taxation on Stock Options (Q&A)” published by the National Tax Agency on May 30, 2023, “trust-type stock options” are considered to result in economic benefits that are essentially regarded as salary when company personnel exercise the rights granted to them to acquire shares. Therefore, when personnel exercise these stock options to acquire shares from the issuing company, the economic benefits derived are regarded as salary income, requiring the Company to withhold income tax at source. We have held discussions with former employees regarding the demand for tax reimbursement. However, the lawsuit seeks confirmation of non-existence of obligations of 18,007 thousand JPY for tax reimbursement and claims damages of 177 thousand JPY, arguing that our right to reimbursement is not recognized and that we violated our duty to carefully calculate the withholding tax amount. Multiple hearings have already been held at the court with jurisdiction and on May 16, 2025, we filed a counterclaim to seek indemnification from the former employee. We intend to continue to assert and prove our legitimacy. For the total amount of tax reimbursement receivable from the former employee, allowance for doubtful accounts has already been recorded.