

To whom it may concern,

September 8, 2026

Company name: ExaWizards Inc.
Name of representative: Makoto Haruta,
Representative Director and President, CEO
(TSE Code No.4259)
Inquiries: Tomoaki Maekawa,
Executive Officer, Corporate Management
Division Manager, CFO

Notice Regarding the Acquisition of Shares of ele&company Inc.

ExaWizards, Inc (hereinafter, “the Company”) hereby announces that, at its Board of Directors meeting held on September 8, 2026, it resolved to acquire the shares (hereinafter, the “Shares”) of ele&company Inc. (hereinafter, “ele&company”) and make it a subsidiary, as described below.

Through making ele&company a subsidiary, the Company will expand its customer touchpoints, starting from hands-on, on-site consulting, and reach departments and areas of its customers that it has not yet sufficiently covered. By combining ele&company's consulting talent base with the Group's existing engineering capabilities, the Company will also build a structure to deliver its existing services and the new services it plans to release to a broad range of customers, thereby pursuing medium- to long-term business growth and, ultimately, addressing the social issue of improving productivity across Japanese companies.

1. Purpose of the Share Acquisition

Under its mission of “implementing AI in society to solve social issues,” the Group has provided AI products and AI services to more than 2,500 corporate and government customers, supporting operational efficiency and responses to labor shortages.

In recent years, driven by the rapid adoption of generative AI, demand for developing AI and AI agents that solve company-specific issues has grown further. Meeting this demand requires two complementary capabilities: consultants who work deeply within customers' operations from the initial hearing stage, and engineers who turn those insights into solutions. However, consultants—particularly those who can comprehensively address organization-wide management issues rather than specializing in IT and systems—take considerable time to recruit and develop. According to multiple data sources, including IDC Japan's “Japan Business Consulting Market Forecast, 2025–2029,” such talent is in short supply not only within the Group but across the market as a whole.

ele&company, the target company, operates a hands-on, on-site consulting business centered on PM support under its mission of “Achieving self-driven execution, not mere accompaniment.” Working deeply within customers' management and operations, ele&company aims to enable customers to continue driving transformation on their own after projects end (self-driven execution).

Beyond AI adoption—the Company’s specialty—ele&company has a track record of supporting large enterprise clients across a broad range of themes, including new business development, sales transformation, and PM and execution support. ele&company has achieved strong performance growth in a short period since its founding and has strengths in its systematic sales model and in recruiting and deploying management and operations consulting talent. After the acquisition of the Shares, ele&company’s current management, including Representative Director Kensaku Mori and Director Fumiki Oka, will continue to lead the company and pursue further business growth in collaboration with the Group.

Through this acquisition, the Group expects to realize the following synergies:

(1) Acquiring sales know-how and sharing it across the Group

ele&company’s sales model does not rely on individual expertise; instead, teams handle everything from proposal to execution and advance deals using standardized methods. By adopting this model, the Group will strengthen its sales capabilities for existing offerings.

(2) Expanding entry points for customer engagement

By building relationships through hands-on consulting that addresses customers’ labor shortages and AI-adoption needs, the Company will create deal opportunities that lead to its AI products and offerings and deepen customer relationships. Even among customers the Company already serves, many departments and divisions remain insufficiently covered, and hands-on consulting is expected to open up these untapped areas.

(3) Cross-selling through referrals from the Company’s customer base

By introducing its extensive customer base to ele&company, the Company will support ele&company’s business growth through improved sales productivity in new customer acquisition. Providing multiple Group services to the same customers will also increase customer lifetime value (LTV) and drive sustained growth across the Group.

(4) Strengthening recruiting competitiveness through “AI × Consulting”

By joining forces with the Group, which operates the AI Platform Business, ele&company can offer recruiting candidates a differentiated position: a consulting career at the forefront of AI adoption. This will strengthen talent acquisition beyond what ele&company could achieve on its own. Continuous talent acquisition is essential to organizational growth, and stronger recruiting competitiveness directly supports that goal.

(5) Retaining consulting-oriented talent within the Group

By offering opportunities within the Group to employees who aspire to careers in management and operations consulting, the Company will reduce talent outflow and strengthen the Group's human capital. Securing diverse career paths within the Group will also enhance employees' medium- to long-term engagement.

Through these initiatives, the Group will combine its AI products and AI services with hands-on, on-site consulting to build a structure that supports customers end to end—from problem-solving through implementation and adoption—and pursue further business growth.

2. Method of the Share Transfer

The Company will acquire all shares from ele&company's existing shareholders.

3. Outline of the subsidiary to be transferred (as of June 30, 2026)

(1)	Name	ele&company Inc.	
(2)	Address of Head Office	1-28-5 Nihonbashi Kakigaracho, Chuo-ku, Tokyo	
(3)	Title and name of representative	Representative Director, Kensaku Mori	
(4)	Description of Business	Consulting business, fee-charging employment placement business, and worker dispatching business	
(5)	Capital	5 million yen (including reserves)	
(6)	Date of Establishment	April 8, 2024	
(7)	Major Shareholders and Shareholding Ratio	Kensaku Mori Fumiki Oka 450 shares (90.0%) 50 shares (10.0%)	
(8)	Relationship between the listed company and the company concerned	Capital Relations	Not applicable.
		Human relations	Not applicable
		Business Relationship	Entrustment to ele&company of AI consulting support services for ExaWizards' clients, and etc.
		Status as a related party	The company is not a related party of the Company.
(9)	Consolidated operating results and consolidated financial position of the company for the past three years (Each fiscal year ends December 31)		
	Fiscal Year End	FY2024	FY2025
			FY2026 (H1)
	Net Assets	5,834,487 yen	26,061,287 yen
	Total Assets	23,618,069 yen	105,739,539 yen
	Net Assets per Share	11,668.97 yen	52,122.57 yen
	Sales	12,347,944 yen	205,313,120 yen
	Operating income	1,216,380 yen	25,823,996 yen
	Ordinary income	1,134,759 yen	30,568,863 yen
	Net income attributable to owners of the parent	834,487 yen	20,226,800 yen
	Net income per share	1,668.97 yen	40,453.60 yen
	Dividend per share	- yen	- yen

4. Outline of Counterparties of the Share Acquisition

(1)	Name	Kensaku Mori
(2)	Address	Not Disclosed
(3)	Relationship between the listed company and the individual concerned	Not applicable

(1)	Name	Fumiki Oka
(2)	Address	Not Disclosed
(3)	Relationship between the listed company and the individual concerned	Not applicable

Note: The addresses of the counterparties to the share acquisition are not disclosed in order to protect personal information and in accordance with the counterparties' wishes.

5. Number of Shares Acquired, Acquisition Price and Status of Shares Held Before and After Acquisition

(1)	Number of Shares held before the change	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0%)
(2)	Number of Shares Acquired	500 shares (Number of voting rights: 500)
(3)	Acquisition Price	Common stock of STADIUM 700 million yen Advisory fees, etc. 4 million yen Total 704 million yen
(4)	Number of Shares held after the Change	500 shares (Number of voting rights: 500) (Percentage of voting rights held: 100.0%)

6. Schedule

(1)	Date of Resolution at the Extraordinary Meeting of the Board of Directors	September 8, 2026
(2)	Date of Conclusion of Contract	September 2026
(3)	Execution Date of Share Transfer	September 2026

7. Future Outlook

The impact of the acquisition of the Shares on the consolidated earnings forecast for the current fiscal year is currently under review. If a revision to the earnings forecast becomes necessary, the Company will disclose it promptly once determined. ele&company's results are expected to be reflected in the Company's consolidated results from the third quarter of the fiscal year ending March 31, 2027.