



September 15, 2026

To Whom It May Concern:

Company name: uSonar Co., Ltd.
Name of representative: Katsuhito Nagatake, Representative Director and President and CEO
(Securities code: 431A, TSE Growth Market)
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Notice Regarding Acquisition of Shares in Empire State Co., Ltd. and Making it a Subsidiary

uSonar Co., Ltd. (the "Company") hereby announces that at a meeting of the Board of Directors held on September 15, 2026, it resolved to acquire shares in Empire State Co., Ltd., thereby making it a subsidiary, as described below.

1. Reason for the Share Acquisition

The Company has set forth the following three directions for business development as its medium- to long-term management vision.

- ① Expansion of database assets
- ② Expansion of database-equipped products
- ③ Entry into adjacent businesses that strategically utilize databases

Empire State Co., Ltd. provides end-to-end sales support services, centered on sales outsourcing and BPO for corporate clients, including sales strategy planning, inside sales, field sales, and sales organization development. Empire State Co., Ltd. also has a track record of supporting a wide range of clients, from startups to large enterprises. In recent years, it has expanded its service areas to include recruitment support and initiatives to improve operational efficiency and promote digital transformation (DX) utilizing generative AI.

The Company believes that this share acquisition will enable it to enter a new business area, namely "BPO business utilizing corporate data (sales outsourcing, telemarketing, etc.)," by combining Empire State Co., Ltd.'s sales know-how with the Company's corporate database and products.

2. Overview of the Subsidiary to be Acquired (Empire State Co., Ltd.) (as of June 30, 2026)

(1)	Name	Empire State Co., Ltd.
(2)	Location	Kawashima Bldg. 9F, 4-48 Ota-machi, Naka-ku, Yokohama City, Kanagawa
(3)	Title and Name of Representative	President and Representative Director, Koyo Itakura
(4)	Business	Sales consulting /Sales outsourcing services for corporate clients / BPO / Real estate business
(5)	Capital	¥10 million
(6)	Date of Establishment	September 29, 2023

(7)	Major Shareholders and Shareholding Ratio	Koyo Itakura: 68% Kota Maeda: 32%		
(8)	Relationship between the Listed Company (uSonar Co., Ltd.) and the Company	C a p i t a l relationship	Not applicable.	
		P e r s o n n e l relationship	Not applicable.	
		B u s i n e s s relationship	Not applicable.	
(9)	Operating Results and Financial Position of Empire State Co., Ltd. for the Past Three Years			
Fiscal Year		FY Ended June 2024	FY Ended June 2025	FY Ended June 2026
Net Assets		-¥2 million	¥12 million	¥19 million
Total Assets		¥8 million	¥57 million	¥115 million
Net Assets per Share		-¥55,731.28	¥251,500.84	¥399,989.74
Net Sales		¥10 million	¥94 million	¥279 million
Operating Profit		-¥3 million	¥20 million	¥10 million
Ordinary Profit		-¥3 million	¥20 million	¥12 million
Net Income		-¥3 million	¥15 million	¥7 million
Net Income per Share		-¥65,731.28	¥307,232.12	¥148,488.90
Dividend per Share		-	-	-

3. Overview of the Sellers of the Shares

(1)	Name	Koyo Itakura	Kota Maeda
(2)	Address	Undisclosed	Undisclosed
(3)	Relationship between the Listed Company (uSonar Co., Ltd.) and the Individuals Concerned	There are no capital, personnel, or business relationships to be reported.	

(Note) The addresses of the sellers of the shares have been withheld from disclosure to protect personal information and in accordance with the sellers' wishes.

4. Number of Shares Acquired, Acquisition Cost, and Status of Share Ownership Before and After the Acquisition

(1)	Number of Shares Held Before the Acquisition	Common shares: 0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0%)
(2)	Number of Shares Acquired	35 shares (Number of voting rights: 35)
(3)	Acquisition Cost	Common shares of Empire State Co., Ltd.: ¥145 million Advisory fees, etc. (estimated amount): ¥30 million Total (estimated amount): ¥175 million
(4)	Number of Shares Held After the Acquisition	35 shares (Number of voting rights: 35) (Percentage of voting rights held: 70.0%)

5. Schedule

(1)	Date of Board of Directors' Resolution	September 15, 2026
(2)	Date of Agreement Execution	September 15, 2026
(3)	Date of Share Transfer Execution	October 1, 2026 (planned)

6. Future Outlook

The impact of this share acquisition on the Company's consolidated financial results for the fiscal year ending December 2026 is expected to be minor at this time. The Company will promptly disclose any matters that require disclosure in the future.

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