

To whom it may concern:

Company name	Sansan, Inc.
Representative	Chikahiro Terada, Representative Director & CEO (Code: 4443 TSE Prime Market)
Contact	Muneyuki Hashimoto, Director, Executive Officer, CFO
Tel	+81-3-6758-0033

**Notification Regarding Additional Acquisition of Preferred Stock of and Termination of the Capital and Business Alliance with Unipos Inc., and
Booking of Loss Arising from Transfer of Investment Securities (Extraordinary Loss)**

Today, Sansan, Inc. (“the Company”) has decided to acquire additional Class A preferred stock of Unipos Inc. (“Unipos”) from Development Bank of Japan Inc. (“DBJ”) by exercising the right to acquire such stock of Unipos held by DBJ (“call option”). Furthermore, the Company has decided to, following this acquisition, transfer to Link and Motivation Inc. (“LMI”) all of its common stock and Class A preferred stock of Unipos, including the additional stock acquired as described above, thereby terminating the capital and business alliance with Unipos.

As a result of the above-mentioned transfer of shares, the Company expects to book extraordinary loss in the fiscal year ending May 31, 2025 (from June 1, 2024 to May 31, 2025). Accordingly, we hereby provide information as follows.

These transactions described above are subject to the following conditions: (i) the approval of the proposal regarding the share exchange agreement for making Unipos a wholly owned subsidiary of LMI at the annual general meeting of shareholders of Unipos to be held on June 27, 2025, and (ii) the approval of the partial amendment to the Articles of Incorporation concerning changes in the terms of the preferred stock of Unipos at the same annual general meeting of shareholders and at the class meeting of holders of preferred stock of Unipos scheduled to be held on the same day. For further details, please refer to the announcement issued jointly by Unipos and LMI on May 22, 2025, “Notification Regarding Execution of Share Exchange Agreement for Making Unipos Inc. a Wholly Owned Subsidiary of Link and Motivation Inc.”

1. Reason for Additional Acquisition of Preferred Stock

As stated in the “Notification Regarding Conclusion of Capital and Business Alliance Agreement with Fringe81 Co., Ltd. and Acquisition of Preferred Stock (Additional Investment) by Underwriting of Capital Increase through Third-party Allotment of Shares” announced on May 19, 2021 (“Information Announced on May 19, 2021”; Fringe81 Co., Ltd. changed its name to Unipos Inc. on October 1, 2021.), the Company has entered into a shareholders agreement with DBJ regarding the Class A preferred stock of Unipos. In considering the planned transfer of Unipos’ shares to LMI, the Company carefully examined various conditions from the perspective of economic rationality. As a result, we have decided, pursuant to the Shareholders Agreement, to exercise the call option at this point to acquire all the Class A preferred stock of Unipos held by DBJ, and subsequently to transfer all of the common stock and Class A preferred stock of Unipos held by the Company to LMI.

2. Number of Shares to Be Acquired, Acquisition Cost, and Number of Shares Owned before/ after Acquisition

(1) Number of shares owned before acquisition	Common stock: 366,200 shares; Class A preferred stock: 1,900 shares (Number of voting rights: 3,662; ownership ratio: 2.82%)
(2) Number of shares to be acquired	Class A preferred stock: 1,900 shares (Number of voting rights: 0)
(3) Acquisition cost	2,360 million yen
(4) Number of shares owned after acquisition	Common stock: 366,200 shares; Class A preferred stock: 3,800 shares (Number of voting rights: 3,662; ownership ratio: 2.82%)

(Note) Ownership ratio indicates the ratio of voting rights owned to the total number of shares outstanding as of March 31, 2025 (excluding treasury stock).

3. Reasons for Termination of Capital and Business Alliance and Sale of Investment Securities

As stated in the Information Announced on May 19, 2021, the Company entered into a capital and business alliance agreement with Unipos, with the future possibility in mind of making Unipos a consolidated subsidiary if its service “Unipos” achieves a certain scale of growth. Under this framework, we have explored various collaborative initiatives such as enhancing the value of mutual services through integration of our service “Sansan” with “Unipos,” coordinating sales activities, and collaborating with the advertising services offered under our Eight Business. However, both companies have mutually agreed that it would be difficult to implement the originally envisioned business alliance and to generate expected synergies, due to differences in service development priorities, changes in business structures and our respective service offerings, and other factors.

Under these circumstances, the Company has entered into a share transfer agreement with LMI regarding all the common stock and Class A preferred stock of Unipos held by the Company, with the aim of improving asset efficiency. In addition, based on these conclusions, we have decided to terminate the capital and business alliance with Unipos.

4. Details of Sale of Investment Securities

Shares to be sold	366,200 shares of common stock and 3,800 shares of Class A preferred stock of Unipos
Loss (expected amount)	2,292 million yen

5. Schedule

Date of executing the share transfer agreement	May 22, 2025
Date of the annual general meeting of shareholders of Unipos	June 27, 2025
Date of the class meeting of holders of preferred stock of Unipos	June 27, 2025
Date of additional acquisition of preferred stock	June 30, 2025
Date of terminating the capital and business alliance	July 1, 2025
Date of executing the share transfer	July 1, 2025

6. Overview of Unipos, the Counterparty to the Termination of the Capital and Business Alliance

(1)	Company name	Unipos Inc.		
(2)	Location	4F Toranomom 3-chome Building, 3-1-1 Toranomom, Minato-ku, Tokyo, Japan		
(3)	Representative	Minoru Matsushima, Representative Director		
(4)	Description of business	Development and provision of the HR software” Peer Bonus® Unipos” and consulting services for organizational climate reform		
(5)	Capital	51 million yen (As of March 31, 2025)		
(6)	Founded	November 2012		
(7)	Major shareholders and shareholding ratio	Yuzuru Tanaka Takanori Nakamura CARTA HOLDINGS, INC. Sansan, Inc. Ueda Yagi Tanshi Co., Ltd. (As of September 30, 2024)		34.97% 4.38% 4.25% 2.82% 2.51%
(8)	Relationship with the Company	Capital relationship	The Company owns 366,200 shares of common stock and 1,900 shares of Class A preferred stock of Unipos. (As of May 22, 2025)	
		Personnel relationship	Two of the Company’s directors also serve as outside directors of Unipos.	
		Business relationship	There are transactions involving the use of “Sansan” by Unipos and “Unipos” by the Company	
		Related party status	Not applicable	
(9)	Financial position and performance in the past 3 fiscal years (JGAAP)			
		(Millions of yen, unless otherwise stated)		
	Fiscal year ended	March 31, 2023	March 31, 2024	March 31, 2025
	Net assets	999	502	406
	Total assets	1,835	1,403	1,303
	Net assets per share (yen)	(215.99)	(254.31)	(261.46)
	Net sales	803	930	1,089
	Operating profit	(983)	(510)	(91)
	Ordinary profit	(976)	(502)	(95)
	Profit	(913)	(502)	(94)
	Basic earnings per share (yen)	(70.48)	(38.68)	(7.27)
	Dividend per share	—	—	—

7. Outlook

The aforementioned loss arising from transfer of investment securities is expected to be booked as an extraordinary loss in the fourth quarter of the fiscal year ending May 31, 2025.

These transactions described above are subject to the following conditions: (i) the approval of the proposal regarding the share exchange agreement for making Unipos a wholly owned subsidiary of LMI at the annual general meeting of shareholders of Unipos to be held on June 27, 2025, and (ii) the approval of the partial amendment to the Articles of Incorporation concerning changes in the terms of the preferred stock of Unipos at the same annual general meeting of shareholders and at the class meeting of holders of preferred stock of Unipos scheduled to be held on the same day. If there are any changes to these matters, we will promptly disclose them.