

Stock code: 6425

March 12, 2026

To Our Shareholders:

Tomohiro Okada, Representative Director and President  
Universal Entertainment Corporation  
Ariake Frontier Building Tower A, 7-26,  
Ariake 3-chome, Koto-ku, Tokyo

## Notice of Convocation of the 53rd Annual Shareholders Meeting

We would like to take this opportunity to thank you for your support of Universal Entertainment Corporation (“Universal Entertainment” or the “Company”). We will hold the 53rd Annual Shareholders Meeting as follows.

In convening the meeting, the Company has taken measures for electronic provision. Please review the next page and confirm the Reference Documents for the Annual Shareholders Meeting.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by using the internet in advance. Please review the Reference Documents for the Annual Shareholders Meeting on pages 5 to 15 and, as explained in “Exercising your voting rights” on the pages 3 and 4, submit your votes by no later than **6:00 p.m. on Thursday, March 26, 2026**.

### Details

**Date and Time** Friday, March 27, 2026 at 10:00 a.m. (The reception desk will open at 9:00 a.m.)

**Place** Palais Royal, 1st basement level, Grand Nikko Tokyo Daiba  
2-6-1, Daiba, Minato-ku, Tokyo

### Meeting Agenda

**Matters to be reported:**

1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company’s 53rd Fiscal Year (January 1, 2025 - December 31, 2025)
2. Non-consolidated Financial Statements for the Company’s 53rd Fiscal Year (January 1, 2025 - December 31, 2025)

### Proposals to be resolved:

**Proposal No. 1:** Election of Six Directors (Excluding Directors Who are Members of the Audit & Supervisory Committee)

**Proposal No. 2:** Election of One Substitute Director Who is a Member of the Audit & Supervisory Committee

## **Regarding the Convening of the Shareholders' Meeting**

In accordance with the electronic provision measure as provided for in Article 325-3 of the Companies Act, items provided electronically can be viewed using the internet on the following websites. Please use any of these websites to view this information.

### **Universal Entertainment website**

<https://www.universal-777.com>

Use the menu (or three-line icon on the upper right) to select, in order, Company/IR, Investor Information and IR Library.  
Reference documents are in the shareholders meeting column.



### **Website for shareholders meeting reference documents**

<https://d.sokai.jp/6425/teiji/>



### **Tokyo Stock Exchange website (Listed company information service)**

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Enter Universal Entertainment in the company name box or 6425 in the securities code box and click search. On the Universal Entertainment page, select Basic Information and then Documents for public inspection/PR information. Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting are in the filed information available for public inspection section.



- \* When you attend the meeting in person, please submit the invitation card that is enclosed with this shareholders meeting notice at the reception desk.
- \* At this shareholders meeting, regardless of whether or not a request for the delivery of a paper document is made, a paper document containing the items to be provided electronically will be sent to all shareholders in a uniform manner. In accordance with laws and regulations and Article 25 of the Articles of Incorporation, the following three items, which are part of the information distributed electronically, are not included in the paper documents provided to shareholders. The Audit and Supervisory Committee and the Accounting Auditor have audited documents subject to audit, including the following items.
  - 1) Systems to ensure the propriety of business operation and its operational status in the Business Report
  - 2) Notes to the Consolidated Financial Statements
  - 3) Notes to the Non-consolidated Financial Statements
- \* If there are revisions to the electronically distributed information, notification of the revisions and the information before and after revisions will be posted on the three websites listed at the beginning of this shareholders meeting notice.

## Exercising your voting rights

Please exercise your voting rights after reviewing the Reference Documents for the Annual Shareholders Meeting shown below (pages 5 to 15).

There are three ways to exercise your voting rights.



### Exercise of Voting Rights through Attendance at Shareholders' Meetings

Please present the Voting Rights Exercise Form at the reception desk on arrival at the meeting. Please also bring this shareholders meeting notice.

If you plan to attend the meeting in person, you do not need to exercise your voting rights in writing or via the internet.

**Time and Date** Friday, March 27, 2026, 10:00 a.m.

(The reception desk will open at 9:00 a.m.)

If you are unable to attend the shareholders' meeting \_\_\_\_\_



### Exercise of Voting Rights by Written Proxy

Please vote on the proposals in the Voting Rights Exercise Form that is enclosed with this shareholders meeting notice, and return it by the deadline.

Votes left blank for one or more agenda items will be counted as “for” votes.

**Deadline** Thursday, March 26, 2026, 6:00 p.m. (JST)



### Exercise of Voting Rights via the Internet

(For details, please refer to the next page.)

Indicate your approval or disapproval of the proposals by following the instructions on the next page.

If you vote both in writing (by post) and via the internet, only the internet voting will be valid.

Further, if you vote more than once via the internet using a PC or smartphone, only your last vote will be valid.

**Deadline** Thursday, March 26, 2026, 6:00 p.m. (JST)

# Exercising Your Voting Rights via the Internet

Deadline

Thursday, March 26, 2026  
6:00 p.m. (JST)

## “Smart Vote” method (By scanning the login QR code)

Scan the QR code located on the bottom right of the voting rights exercise form using your smartphone or tablet. You can exercise your voting rights without entering a “proxy voting code” or “password.”

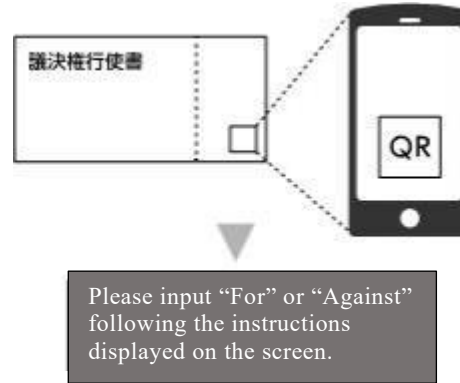
\* QR code is a trademark of DENSO WAVE INCORPORATED.

You can exercise your voting rights only once via “Smart Vote.”

If you need to make a correction to the content of your vote after you have exercised your voting rights, please log in by entering your voting code and password for the shareholder voting website to make the correction.

\* If you scan the QR code again, you can go to the website.

Please scan the QR code located on the bottom right of the voting rights exercise form.



## “Voting Code/Password Input” method (Shareholder voting website: <https://www.web54.net>)

**1** Please access the shareholder voting website.



**1** Click “Next”

**2** Login



**1** Enter the “Voting Code”  
**2** Click “Login”

**3** Please enter the “Password”



**1** Enter the “Initial Password”  
**2** Set a new password that you will actually use.  
**3** Click “Registration”

Indicate your approval or disapproval of the proposals by following the instructions on the screen.

If you have questions about using a PC, smartphone or other device for submitting your vote via the internet, please contact the number below:

Sumitomo Mitsui Trust Bank, Limited, Securities Agent  
Web Support Hotline

0120-652-031 (Toll Free)  
(9:00 to 21:00)

## Reference Documents for the Annual Shareholders Meeting

### Proposal No. 1: Election of Six Directors (Excluding Directors Who are Members of the Audit & Supervisory Committee)

The terms of office of all four Directors (excluding Directors who are members of the Audit & Supervisory Committee) will expire at the conclusion of this Annual Shareholders Meeting. To further strengthen management, the Company proposes to increase the number of Directors by two and shareholders are asked to approve the election of the following six Director candidates.

The candidates for Director are as follows:

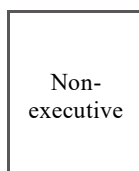
No.	Name	Positions at the Company	
1	Tomohiro Okada	Representative Director and President	Reelection
2	Yoshiyuki Shouji	Director	Reelection
3	Kazuyuki Yanagi	Director, Senior Executive Officer	Reelection
4	Nobuki Sato	Senior Executive Officer & CFO	New appointment
5	Koichiro Sakai	Non-executive Director	Reelection Non-executive Independent
6	Takayuki Kumagai	-	New appointment Non-executive Independent



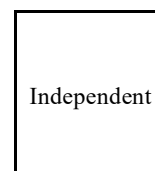
Candidate for reelection



Candidate for new appointment



Candidate for non-executive director



Candidate who meets the independence requirements of the Tokyo Stock Exchange



No.

# 1 Tomohiro Okada (Sep. 1, 1967)

**Reelection**

## Brief career history, positions, responsibilities at the Company

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Number of the Company shares held  
- shares

Term of office  
One year and 6 months

Attendance at Board of Directors meetings  
16/16 meetings

Apr. 1991      Joined the Company  
 Jun. 1995      Director of the Company  
 Aug. 1995      Director and General Manager of Management Planning Office of the Company  
 Aug. 1997      Director, in charge of Development Division of the Company  
 Jun. 1999      Director and General Manager of Administrative Division of the Company  
 Jun. 2000      Director and General Manager of Investor Relations and Public Relations Office of the Company  
 Jul. 2007      Director of Aruze USA, Inc.  
 Jun. 2008      Director of the Company  
 Jun. 2015      Resigned from Director of the Company  
 Aug. 2024      Director of Okada Holdings Limited (current)  
 Sep. 2024      Representative Director and President, overall management of the Company (current)  
 May 2025      Director of TIGER RESORT, LEISURE AND ENTERTAINMENT, INC. (current)  
 Jun. 2025      Chairman of Mizuho Corp. (current)

### Significant concurrent positions

Director, Okada Holdings Limited  
 Director, TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.  
 Chairman, Mizuho Corp.

### Reasons for nomination as a candidate for Director

Since becoming Representative Director and President on September 19, 2024, Mr. Okada has studied many actions for building a stronger management structure for the Universal Entertainment Group while evaluating the current status of operations from many perspectives.

He is a candidate for reelection as a Director because he is needed to continue measures to strengthen management, improve the infrastructure for operations in Japan and other countries, and increase corporate value by increasing sales and earnings and establishing sound corporate governance.



No.

## 2 Yoshiyuki Shouji (Dec. 12, 1954)

Reelection

### Brief career history, positions, responsibilities at the Company

Number of the Company shares held  
600 shares

Term of office  
One year

Attendance at Board of Directors meetings  
11/11 meetings

Apr. 1979 Joined ISUZU MOTORS LIMITED

Oct. 2001 Joined the Company as General Manager of Legal Division

Mar. 2002 Department Manager of General Planning Office of the Company

Jun. 2002 General Manager of Legal and Overseas Business Management Office of the Company

Jun. 2003 General Manager of Legal Division of the Company

Dec. 2003 General Manager of Overseas Business Office and Legal Division of the Company

Jun. 2004 General Manager of Overseas Business Office of the Company

Apr. 2005 Department Manager of Overseas Legal and Compliance Office of the Company

Aug. 2005 Department Manager of General Planning Office of the Company

Dec. 2006 Joined the Company again as General Manager of Gaming Compliance Office

Jan. 2007 Executive Officer and General Manager of Gaming Compliance Office of the Company

Jun. 2008 General Manager of Gaming Compliance Office of the Company

Mar. 2019 Joined the Company once again as General Manager of Gaming Compliance Office

Apr. 2021 General Manager of Gaming Compliance Office and Internal Audit Office of the Company

Nov. 2024 Managing Executive Officer and General Manager of Gaming Compliance Office and Internal Audit Office of the Company

Mar. 2025 Director, Overseas Business Management, Legal & IP Management of the Company (current)

Mar. 2025 Director of Tiger Resort Asia Limited (current)

Mar. 2025 Director of Brontia Limited (current)

May 2025 Director of TIGER RESORT, LEISURE AND ENTERTAINMENT, INC. (current)

### Significant concurrent positions

Director, TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.

Director, Tiger Resort Asia Limited

Director, Brontia Limited

### Reasons for nomination as a candidate for Director

Mr. Shouji has experience involving legal, corporate planning, the overseas business management, gaming compliance, internal audits and other aspects of management. He is a candidate for reelection as a Director because he is needed for the oversight of legal and IP management.



No.

### 3 Kazuyuki Yanagi (May 24, 1969)

Reelection

#### Brief career history, positions, responsibilities at the Company

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Number of the Company  
shares held  
2,500 shares

Term of office  
8 months

Attendance at Board of  
Directors meetings  
6/6 meetings

Apr. 1993      Joined the Company

Apr. 2005      Acting Manager of SV Development Department,  
Development Division of the Company

Jul. 2007      Manager of Video Software Development Department,  
Development Division of the Company

Oct. 2007      Transferred to Seven Works Co., Ltd. (currently the  
Company), Assistant Department Manager of Visual Content  
Department

Apr. 2008      Department Manager of Visual Content Department of Seven  
Works Corporation

Oct. 2008      Department Manager of System Solution Department of Seven  
Works Corporation

Feb. 2009      Transferred to Aruze Marketing Japan Co., Ltd. (currently the  
Company), Department Manager of System Solution  
Department, Development Division

Jun. 2009      Department Manager of System Solution Department,  
Development Division of the Company

May 2014      Deputy General Manager of Development Division of the  
Company

Apr. 2020      Division Manager of Development Division of the Company

Nov. 2024      Managing Executive Officer, Division Manager of  
Development Division and Department Manager of  
Management Planning Office of the Company

Mar. 2025      Senior Executive Officer, Executive General Manager of  
Domestic Business Control Division and General Manager of  
Development Division of the Company (current)

Jul. 2025      Director, Domestic Business Control Division of the Company  
(current)

#### Significant concurrent positions

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#### Reasons for nomination as a candidate for Director

Mr. Yanagi is a candidate for reelection as a Director because he is needed for using his experience in the Development Division for the oversight of the entire Amusement Equipments Business and the establishment of a clear competitive superiority for the Company as a leading manufacturer in this business sector.



No.

# 4 Nobuki Sato

(Jun. 20, 1971)

New appointment

## Brief career history, positions, responsibilities at the Company

Number of the Company shares held - shares

Term of office - years

Attendance at Board of Directors meetings - meetings

- Mar. 2000      Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
- Jul. 2004      Joined Ishin Hotels Group Co., Ltd.
- Mar. 2006      Joined Unified Partners Ltd.
- Jun. 2010      Joined Nomura Securities Co., Ltd.
- Feb. 2011      Joined Agora Hospitalities CO., Ltd
- Aug. 2011      Director of Agora Hospitalities CO., Ltd
- Mar. 2012      Director & CFO of Agora Hospitality Group Co., Ltd.
- Oct. 2020      Joined the Company. Assistant to Executive General Manager of Overseas Business Administrative Division of the Company
- Feb. 2023      Assistant to Executive General Manager of Overseas Business Management Division and Deputy General Manager of Corporate Planning Office of the Company
- Feb. 2024      Director of TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.
- Sep. 2024      Managing Executive Officer, Deputy Executive General Manager of Overseas Business Management Division, and General Manager of Corporate Planning Office of the Company
- Mar. 2025      Senior Executive Officer & CFO, General Manager of Corporate Planning Office and Executive General Manager of Corporate Management Division of the Company (current)
- Sep. 2025      President & COO of TIGER RESORT, LEISURE AND ENTERTAINMENT, INC. (current)

### Significant concurrent positions

President & COO, TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.

### Reasons for nomination as a candidate for Director

Mr. Sato has experience at an auditing firm and financial institution, as the CFO of a listed company, and in other positions. He is a candidate for election as a Director because he is needed for using his knowledge for the oversight of all corporate departments and the strengthening of the management structure, including for overseas subsidiaries.



No.

## 5 Koichiro Sakai (Oct. 3, 1957)

Reelection

Non-executive

Independent

### Brief career history, positions, responsibilities at the Company

Number of the Company shares held  
- shares

Term of office  
8 months

Attendance at Board of Directors meetings  
6/6 meetings

Apr. 1981      Joined The Mainichi Newspapers Co., Ltd.  
Mar. 1988      Joined Nikkei-McGraw-Hill, Inc (currently Nikkei Business Publications, Inc.)  
Jul. 1996      Bureau Chief of New York Office of Nikkei Business Publications, Inc.  
Mar. 2007      Director of Nikkei Business Publications, Inc.  
Mar. 2008      Executive Officer of Nikkei Inc.  
Mar. 2012      Managing Executive Officer of Nikkei Inc.  
Mar. 2014      Director of Nikkei Business Publications, Inc.  
Mar. 2014      Guest Advisor of Nikkei Inc.  
Jun. 2014      Director and Councilor of International Christian University (current position only as Councilor)  
Mar. 2017      Representative Director and President of Nikkei BP Consulting, Inc.  
Mar. 2018      Executive Vice President of Nikkei Business Publications, Inc.  
Mar. 2019      Executive Vice President of Nikkei Publications, Inc.  
Mar. 2021      Executive Advisor of Nikkei Business Publications, Inc.  
Dec. 2022      Guest Researcher of the Institute of Deloitte Tohmatsu Financial Advisory LLC (current)  
Jun. 2023      Vice Chairman of AiKou Social Welfare Corporation (current)  
Jul. 2025      Non-executive Director of the Company (current)

### Significant concurrent positions

Vice Chairman of AiKou Social Welfare Corporation

### Reasons for nomination as a candidate for Non-executive Director and expected responsibilities

Mr. Sakai has many years of experience at a major newspaper, as a corporate communications consultant and in other jobs and has extensive knowledge in these fields. Shareholders are asked to elect him as a Non-executive Director to enable him to participate in the management oversight function of the Board of Directors. If he is elected, he is expected to use his professional knowledge to play a major role in making the management oversight function even stronger.



No.

## 6 Takayuki Kumagai (Sep. 21, 1975)

New appointment
Non-executive
Independent

Number of the Company shares held - shares

Term of office - years

Attendance at Board of Directors meetings - meetings

### Brief career history, positions, responsibilities at the Company

Apr. 2000	Registered as attorney at law (Daini Tokyo Bar Association)
Apr. 2000	Joined Mitsui, Yasuda, Wani & Maeda
Mar. 2003	Established Sato Sogo Law Office
Feb. 2009	Established Kumagai, Tanaka & Tsuda (previously Kumagai & Tanaka Law Office) Representative Attorney (current)
Dec. 2022	Outside Director of Ai-BrainScience Inc. (current)

Significant concurrent positions  
Representative Attorney, Kumagai, Tanaka & Tsuda  
Outside Director, Ai-BrainScience Inc.

### Reasons for nomination as a candidate for Non-executive Director and expected responsibilities

Although Mr. Kumagai has no management experience, he has a strong commitment as an attorney to ethics and fairness and extensive experience and knowledge concerning finance, securities, M&A, third-party committees and other subjects. Consequently, he is a candidate for election as a Non-executive Director for the purposes of strengthening the oversight of crisis management and corporate compliance and ensuring the soundness and transparency of management. If Mr. Kumagai is elected, he is expected to use his professional knowledge to continue strengthening the management oversight function of the Company.

- Notes: 1. Director candidate Mr. Tomohiro Okada is a parent company as defined in Article 2, Item 4-2 of the Companies Act. The “Brief career history, positions, responsibilities at the Company and significant concurrent positions” section includes his position and responsibilities as an executive officer at Okada Holdings Limited, the Company’s parent company.
2. No material conflict of interest exists between the Company and any of these candidates for Director, other than Mr. Tomohiro Okada.
  3. Mr. Koichiro Sakai and Mr. Takayuki Kumagai are candidates for Non-executive Director.
  4. Mr. Koichiro Sakai satisfies the requirements for Independent Director as provided for in the rules of the Tokyo Stock Exchange. If his reappointment is approved, the Company plans to register him an Independent Director. Furthermore, if the appointment of Mr. Takayuki Kumagai is approved and he is elected Non-executive Director, the Company plans to register him an Independent Director as he satisfies the requirements for Independent Director as provided for in the rules of the Tokyo Stock Exchange.
  5. If this proposal is approved with no revisions, the Company plans to enter into a liability limitation agreement with Mr. Takayuki Kumagai. The maximum amount of the liability based on this agreement is the higher amount of either 1 million yen or the minimum liability amount provided in Article 425, Paragraph 1 of the Companies Act. However, this limitation of liabilities is applicable only when the Non-executive Directors conduct, in good faith and without gross negligence, their duties that have caused the liabilities. In addition, the Company entered into a liability limitation agreement with Mr. Koichiro Sakai covering the same content. If his reappointment is approved, the Company will renew these liability compensation contract with him.
  6. The Company signed liability compensation contracts with Mr. Tomohiro Okada and Mr. Yoshiyuki Shouji, Mr. Kazuyuki Yanagi, Mr. Koichiro Sakai, current Directors, that provide for compensation by the Company for expenses prescribed in Article 430-2-1-1 of the Companies Act and losses in Article 430-2-1-2 within the limits prescribed by laws and regulations. If the Director candidates are approved by shareholders, the Company will continue these liability compensation contract with them. If the election of Mr. Nobuki Sato and Mr. Takayuki Kumagai, candidates to become new Directors, is approved, the Company plans to enter into a liability compensation contract with them. In order to ensure that these contracts do not impair the suitability of the performance of Directors of the Company, these contracts stipulate, among other terms, that the Company is not obligated to compensate any Director for expenses incurred in the event that the Company makes a liability claim against a Director (excluding cases of shareholder derivative suits), or the expenses incurred in the event that a Director has acted in bad faith or gross negligence. These conditions are also planned to apply to liability compensation contract to be newly established.
  7. The Company has liability insurance agreements for executives with an insurance company as prescribed in Article 430-3-1 of the Companies Act that provides coverage for Directors and Executive Officers. When the insurance coverage period ends, the Company plans to renew these liability policies. If this proposal is approved with no revisions and the election/reelection of the Director candidates is approved, they will be covered by these liability insurance policies. The following section is a summary of the terms of these policies. When these policies expire, the Company plans to renew them with the same terms.

#### Overview of Liability Insurance Agreements for Executives

##### (1) Summary of insured events eligible for coverage

If a Director or other individual covered by this policy is sued for the payment of losses or other damages by a shareholder, investor, employee or other third party due to an act associated with the performance of that individual’s job, the insurance policy will pay for losses of the individual resulting from any liability payments and litigation expenses.

##### (2) Insurance premium

The Company pays the entire cost of these insurance policies.

In order to ensure that the said agreements do not impair the appropriateness of the execution of duties by a Director or other individual covered by this policy, there are exclusions in the insurance policies such as those that eliminate coverage for the following claims for damages.

- Claims for damages arising from illegal acts of the insured to obtain personal gain or advantage
- Claims for damages arising from criminal acts of the insured
- Claims for damages arising from intentional violation of laws and regulations by the insured

**Proposal No. 2: Election of One Substitute Director Who is a Member of the Audit & Supervisory Committee**

In case the number of Director who is a member of the Audit & Supervisory Committee falls short of that required by laws and regulations, the Company requests the election of one (1) substitute Director who is a member of the Audit & Supervisory Committee.

The effectiveness of the election may be canceled by a resolution of the Board of Directors with the consent of the Audit & Supervisory Committee, provided it is before his appointment.

This proposal has received the consent of the Audit & Supervisory Committee.

The candidate for substitute Director who is a Member of the Audit & Supervisory Committee is as follows:

Name	Positions at the Company		
Takayuki Kumagai	-	Non-executive	Independent

Non-executive

Candidate for non-executive director

Independent

Candidate who meets the independence requirements of the Tokyo Stock Exchange



# Takayuki Kumagai (Sep. 21, 1975)

Non-executive

Independent

## Brief career history, positions, responsibilities at the Company

Apr. 2000	Registered as attorney at law (Daini Tokyo Bar Association)
Apr. 2000	Joined Mitsui, Yasuda, Wani & Maeda
Mar. 2003	Established Sato Sogo Law Office
Feb. 2009	Established Kumagai, Tanaka & Tsuda (previously Kumagai & Tanaka Law Office) Representative Attorney (current)
Dec. 2022	Outside Director of Ai-BrainScience Inc. (current)

Number of the Company shares held

- shares

Term of office

- years

Significant concurrent positions

Representative Attorney, Kumagai, Tanaka & Tsuda

Outside Director, Ai-BrainScience Inc.

Attendance at Board of Directors meetings

- meetings

Reasons for nomination as a candidate for substitute Non-executive Director who is a member of the Audit & Supervisory Committee and expected responsibilities

Although Mr. Kumagai has no management experience, he has a strong commitment as an attorney to ethics and fairness and extensive experience and knowledge concerning finance, securities, M&A, third-party committees and other subjects. Consequently, he is a candidate for election as a Non-executive Director for the purposes of strengthening the oversight of crisis management and corporate compliance and ensuring the soundness and transparency of management. If Mr. Kumagai is elected, he is expected to use his professional knowledge to continue strengthening the management oversight function of the Company.

Notes: 1. There are no business or interests between the Company and the candidate for substitute Director who is a Member of the Audit & Supervisory Committee.

2. Mr. Takayuki Kumagai is a candidate for Non-executive Director. If Proposal No. 1 “Election of Six Directors (Excluding Directors Who are Members of the Audit & Supervisory Committee)” is approved with no revisions, Mr. Kumagai will become a Director who is not a Member of the Audit & Supervisory Committee. If the number of Directors who are members of the Audit & Supervisory Committee falls below the number required by laws and regulations, the plan is to have Mr. Kumagai resign as a Director who is not a member of the Audit & Supervisory Committee and become a Director who is a member of the Audit & Supervisory Committee. No changes are planned to the terms of the liability compensation contract, liability limitation contract, and liability insurance agreements for executives for Mr. Kumagai if he becomes a Director who is a Member of the Audit & Supervisory Committee. Summaries of the terms of the liability limitation contract, liability compensation contract, and liability insurance agreements for executives are included in Proposal No. 1 “Election of Six Directors (Excluding Directors Who are Members of the Audit & Supervisory Committee).”

3. If the appointment of Mr. Takayuki Kumagai is approved and he is elected Non-executive Director who is a member of the Audit & Supervisory Committee, the Company plans to register him an Independent Director as he satisfies the requirements for Independent Director as provided for in the rules of the Tokyo Stock Exchange.



## **Business Report**

(January 1, 2025 to December 31, 2025)

### 1. Current Status of the Corporate Group


#### (1) Results of Operations for the Fiscal Year Under Review (FY2025)

##### i. Progress and achievements

During Fiscal Year 2025, the Japanese economy showed signs of a gradual recovery with improvements in both the employment and income environment and demand created by foreign tourists. However, the global economic outlook remains uncertain, reflecting concerns over increased U.S. tariffs, prolonged conflicts in Eastern Europe and the Middle East, and the slowdown in the Chinese economy.

In the Amusement Equipments Business, the Pachislot market remained solid, reflecting steady progress in expanding the market share of smart Pachislot and the introduction of new machines featuring Bonus Trigger functions aimed at diversifying gameplay. In the Pachinko machine segment, the rollout of smart Pachinko continues to expand. During Fiscal Year 2025, total sales volume is 115,000 units. In the Integrated Resort (IR) Business, the Philippine gaming market as a whole faced structural headwind due to a contraction in the VIP market, and the Group was significantly impacted. Additionally, temporary factors such as a decrease in visitor numbers due to inclement weather and political instability compounded the situation, resulting in gaming revenue falling below the previous year's level.

As a results, sales in Fiscal Year 2025 totaled 122,827 million yen, decreased by 2.8% year on year. Operating loss was 3,228 million yen (compared with operating profit of 3,024 million yen in Fiscal Year 2024) partly due to the increase in selling, general, and administrative expenses including the depreciation at OKADA MANILA. Foreign exchange losses were recognized due to depreciation of the Japanese yen against the U.S. dollar as in 2025. As a result, ordinary loss was 18,497 million yen (compared with ordinary loss of 5,599 million yen in Fiscal Year 2024). Net loss attributable to owners of parent was 231,425 million yen (compared with net loss attributable to owners of parent of 15,569 million yen in Fiscal Year 2024) mainly due to impairment losses incurred at OKADA MANILA.

Net sales	YoY	Ordinary loss	YoY
122,827 million yen	Down 2.8% 	18,497 million yen	—
Operating loss	YoY	Net loss attributable to owners of parent	YoY
3,228 million yen	—	231,425 million yen	—

Sales by business segment of the Group are as follows:

Amusement Equipments Business	<p>In Fiscal Year 2025, the Amusement Equipments Business posted net sales of 56,708 million yen (increased by 30.4% year on year) and an operating profit of 10,662 million yen (increased by 45.8% year on year).</p> <p>In the amusement equipments industry, adoption of smart Pachislot machines continued to progress steadily, coming to account for the majority of new machine sales. This high popularity has driven growth across the Pachislot market, and market conditions remain favorable. In the Pachinko machine segment, the rollout of smart Pachinko machines equipped with Lucky Trigger (LT) 3.0 Plus contributed to the accelerated adoption of smart Pachinko machines.</p> <p>Under these circumstances, UEC released titles such as the latest Madoka Magica series installment, “SMART PACHISLOT Magia Record: Puella Magi Madoka Magica Side Story”, A PROJECT's first smart Pachislot title, “AREX BRIGHT”, and “SMART PACHISLOT OKIDOKI! DUO ENCORE”, the highest-specifications in the OKIDOKI! series. In the Pachinko sector, sales included “P HANEMONO Family Stadium”, a motif of the popular baseball game from Bandai Namco Entertainment Inc., as well as the Group 's first smart Pachinko machines equipped with LT 3.0 Plus: “e SHAMAN KING” and “e SHAMAN KING Dekkeena Ver.”</p>	<table border="1"> <caption>Net Sales (Million yen)</caption> <thead> <tr> <th>Period</th> <th>Net Sales (Million yen)</th> </tr> </thead> <tbody> <tr> <td>52nd period (Fiscal Year 2024)</td> <td>43,504</td> </tr> <tr> <td>53rd period (Fiscal Year 2025)</td> <td>56,708</td> </tr> </tbody> </table>	Period	Net Sales (Million yen)	52nd period (Fiscal Year 2024)	43,504	53rd period (Fiscal Year 2025)	56,708
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<p>Net sales: 56,708 million yen (increased by 30.4% year on year)</p>								

Integrated Resort Business	<p>The Integrated Resort Business posted net sales<sup>(1)</sup> of 65,409 million yen (decrease by 20.2% year on year) and an operating loss of 7,114 million yen (operating profit was 2,871 million yen in Fiscal Year 2024) in Fiscal Year 2025. Adjusted segment EBITDA<sup>(2)</sup> was 10,282 million yen (decrease by 47.4% year on year).</p> <p>The gaming market in Manila’s Entertainment City is facing ongoing correction. Amidst a contraction in the overall market, OKADA MANILA's performance fell below the previous year's level due to factors including the temporary impact of visitor numbers affected by inclement weather and political instability.</p> <p>Despite facing challenges in the gaming revenue sector, OKADA MANILA demonstrated notable resilience and growth across key business metrics including significant improvements in membership and participation. New sign-ups for REWARD CIRCLE loyalty program surged to 102,000, reflecting a strong increase from 79,000 in the previous year—a growth rate of approximately 29%. Furthermore, the number of unique active members per month showed a modest increase of 0.8%, indicating stable engagement among our customer base.</p> <p>Our marketing initiatives, particularly through the REWARD CIRCLE loyalty program, focused on fostering customer engagement and loyalty. Key events included a successful four-leg VIP Tournament Series, exclusive concerts during significant cultural festivities, and the transformation of our annual “Christmas Village” into a vibrant “Christmas Carnival”, which engaged an average of 7,400 participants per day.</p>	<table border="1"> <caption>Net Sales (Million yen)</caption> <thead> <tr> <th>Period</th> <th>Net Sales (Million yen)</th> </tr> </thead> <tbody> <tr> <td>52nd period (Fiscal Year 2024)</td> <td>81,981</td> </tr> <tr> <td>53rd period (Fiscal Year 2025)</td> <td>65,409</td> </tr> </tbody> </table>	Period	Net Sales (Million yen)	52nd period (Fiscal Year 2024)	81,981	53rd period (Fiscal Year 2025)	65,409
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Moreover, new attractions were introduced, culminating in the launch of a Fountain program featuring “Dynamite” by BTS, further enhancing guest experiences and drawing new visitors to the resort.

In summary, while we navigated challenges, our focus on customer engagement, innovative marketing strategies, and market adaptability has positioned OKADA MANILA for continued growth and success in an evolving landscape. We remain committed to strengthening our brand and ensuring an exceptional experience for our valued guests.

(1) Net sales are gross revenues minus gaming taxes and jackpots.

(2) Adjusted segment EBITDA = Operating profit/loss + Depreciation + Other adjustments

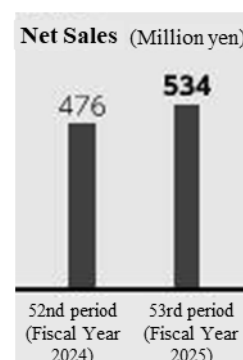
Other Business

Net sales:  
534 million yen  
(increased by  
12.1% year on  
year)

Other Business posted net sales of 534 million yen (increased by 12.1% year on year), and an operating profit of 615 million yen (increased by 76.2% year on year) in Fiscal Year 2025.

In the Media Content Business, we have launched simulator applications for “OKIDOKI! GORGEOUS” and “AREX BRIGHT” on App Store and Google Play. Sales of “AREX BRIGHT” have been strong as it ranks in the top 10 in the paid game category. For “Universal Kingdom”, the subscription-based application, and “Slots Street”, the free-to-play social casino game, we are constantly holding in-game events to acquire new users and enhance user satisfaction.

For digital music distribution, eight titles, including the “SMART PACHISLOT OKIDOKI! DUO ENCORE Original Soundtrack”, were released on 24 platforms, including major sites such as Apple Music, Spotify and YouTube Music.



ii. Capital expenditures

In the current fiscal year, the Company invested 4,400 million yen for construction works, etc., of OKADA MANILA in the Philippines.

iii. Financing activities

Major financing activities by the Group during the current fiscal year includes 13.3 billion yen in long-term borrowings by consolidated subsidiary TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.

iv. Transfer, absorption-type split, or incorporation-type split of businesses

There is no applicable information.

v. Acquisition of businesses transferred from other companies

There is no applicable information.

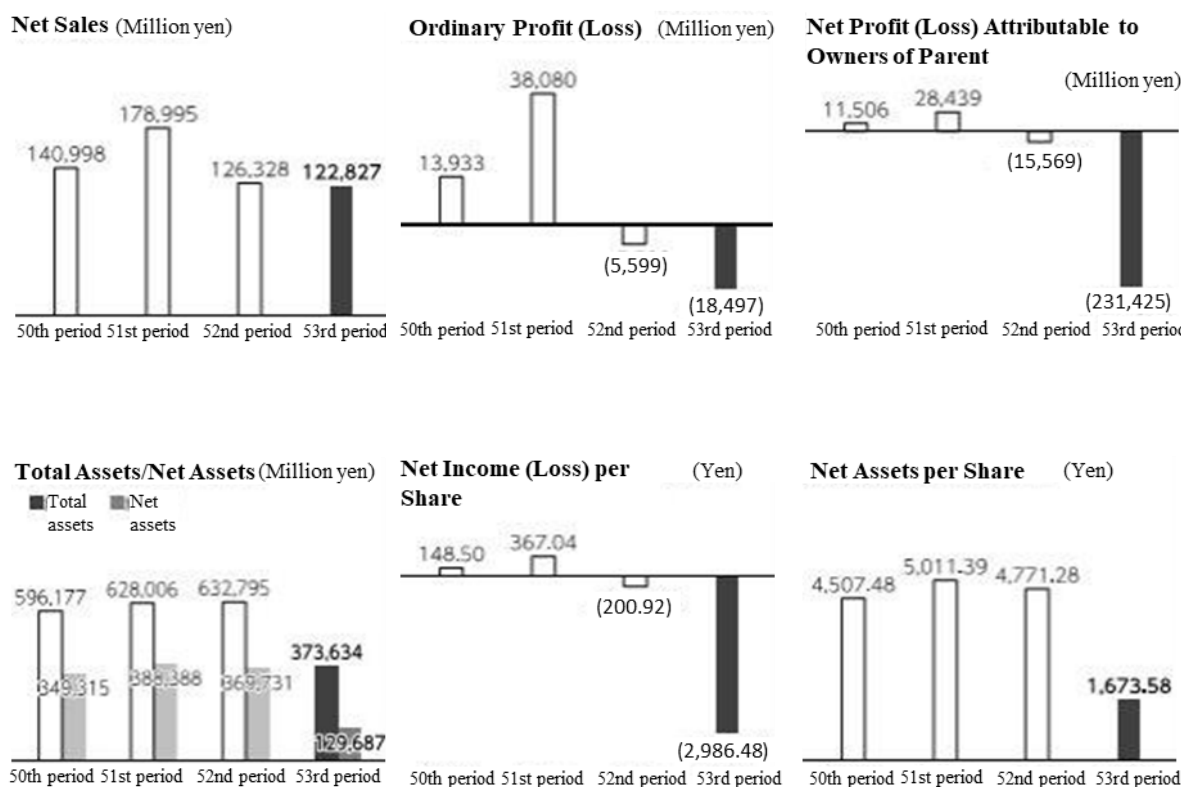
vi. Assumption of rights and obligations of other companies' businesses as a result of absorption-type merger or absorption-type split

There is no applicable information.

vii. Acquisition or disposal of shares and other ownership interests, or share acquisition rights held by other companies

There is no applicable information.

(2) Assets and Operating Results for the Past Three Fiscal Years



(Million yen)

Category	2022	2023	2024	2025
Net sales	140,998	178,995	126,328	122,827
Ordinary profit (loss)	13,933	38,080	(5,599)	(18,497)
Profit (loss) attributable to owners of parent	11,506	28,439	(15,569)	(231,425)
Net income (loss) per share (Yen)	148.50	367.04	(200.92)	(2,986.48)
Total assets	596,177	628,006	632,795	373,634
Net assets	349,315	388,388	369,731	129,687
Net assets per share (Yen)	4,507.48	5,011.39	4,771.28	1,673.58

(3) Parent and Significant Subsidiaries

i. Status of parent

Name	Share capital	Shareholding ratio of the Company	Main business
Okada Holdings Limited	9,362,968 thousand HK\$	70.2%	Investments in securities, etc.

Note: The Company holds 2,704,139 treasury shares. The shareholding ratio is calculated excluding these shares.

ii. Transactions with parent company

The Company pays dividends to the parent company. With the oversight of the Company's Board of Directors, final decisions about dividends are made independently of the parent company and the Company believes that these dividend payments have no negative effect on earnings.

The Company's Non-executive Directors agree with the stance that there is no negative effect on earnings.

### iii. Significant subsidiaries

Name	Share capital	Shareholding ratio of the Company	Main business
Macy Co., Ltd.	20 million yen	100.0%	Manufacture of amusement machines
Eleco Ltd.	10 million yen	100.0%	Manufacture of amusement machines
Mizuho Corp.	10 million yen	100.0%	Manufacture of amusement machines
Across Corp.	5 million yen	100.0%	Manufacture of amusement machines
Universal Bros. Corp.	5 million yen	100.0%	Manufacture of amusement machines
TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.	9,499,745 thousand PHP	99.9%	Integrated Resort business
Tiger Resort Asia Limited	18,598,663 thousand HK\$	100.0%	Promotion of overseas business
Brontia Limited	1,280,191 thousand HK\$	100.0%	Investment in land holding company
Aruze USA, Inc.	10 US\$	100.0%	Investment management business, licensing management of gaming machines
ARUZE Investment Co.,Ltd.	4,000 thousand Riels	49.0%	Travel related business
UE RESORTS INTERNATIONAL, INC.	12,501 thousand PHP	99.9%	Integrated Resort business

Notes: 1. The shareholding ratio in ARUZE Investment Co.,Ltd. is the investment ratio by Aruze USA, Inc., a subsidiary of the Company.

2. The shareholding ratios in TIGER RESORT, LEISURE AND ENTERTAINMENT, INC., Brontia Limited and UE RESORTS INTERNATIONAL, INC. are the investment ratio by Tiger Resort Asia Limited, a subsidiary of the Company.

### (4) Issues to Be Addressed

#### i. Amusement Equipments Business

The business climate for this business remains challenging because of the declining number of players and operating rates at Pachinko parlors. Market conditions have been improving because of the strong performance of smart Pachislot machines. However, the number of Pachislot and Pachinko players are decreasing because of the declining birthrate and increasing diversity of leisure activities.. The Company will continue to supply amusement machines that make a big contribution to the operations of pachinko parlors through developing unique and appealing titles and leveraging its manufacturing capabilities, and thereby will strive to increase its market share while invigorating the market.

#### ii. Patent Strategy

The Group has long been aware of the importance of creating and protecting intellectual property, and has worked towards the establishment of a system that enables it to acquire patent rights for superior inventions through standardization of patent applications. Also, the Group has been working to improve the quality of its patent applications and improve the ratio of patent registrations to submitted applications, by establishing a structure whereby individual inventions are categorized into different technical fields and applications for patents are filed for a group of inventions in each technical field. The technologies which the Company has acquired or applied for patents are considerably more effective and commercially viable than those of its competitors. The Company intends to fully apply these technologies in the development of its products to improve the value of said products, thereby differentiating them from the competition in terms of technology. The Company believes this will enable it to achieve a competitive advantage. Also, in order to secure license income from its patents, the Company will move forward vigorously with strategies for both patent utilization and the protection of its patent rights when said rights are violated.

### iii. Integrated Resort Business

OKADA MANILA, a casino and resort operated by the Group, was created to meet the expectations of all customers, whether from the Philippines or other countries. This resort has a luxurious hotel, fine dining with cuisine of many countries, high-end shopping, The Fountain (a multi-color fountain that is the largest of its type in the world), Cove Manila, an all-weather dome that has a beach club and a night club. Everyone at this resort is dedicated to providing guests with exceptional hospitality and experiences of the highest quality. To attract an even larger number of casino and hotel guests, OKADA MANILA plans to expand the gaming area for serving different customer segments and open more stores and restaurants.

### (5) Main Business (as of December 31, 2025)

	Main products / Business
Amusement Equipments Business	Research, development, manufacture and sales of Pachislot/Pachinko machines and peripheral equipments
Integrated Resort Business	Gaming, hotel, food and beverage, retail and leasing, entertainment and real estate development business
Others	Media Content Business

### (6) Principal Business Place and Factories (as of December 31, 2025)

#### i. Universal Entertainment

- Head Office (Koto-ku, Tokyo)

- Sales offices

Name	Location	Name	Location
Hokkaido Sales Office	Sapporo-shi, Hokkaido	Nagoya Sales Office	Nagoya-shi, Aichi
Morioka Sales Office	Morioka-shi, Iwate	Kanazawa Sales Office	Kanazawa-shi, Ishikawa
Sendai Sales Office	Sendai-shi, Miyagi	Osaka Sales Office	Osaka-shi, Osaka
Kitakanto Sales Office	Utsunomiya-shi, Tochigi	Kobe Sales Office	Kobe-shi, Hyogo
Niigata Sales Office	Niigata-shi, Niigata	Okayama Sales Office	Okayama-shi, Okayama
Saitama Sales Office	Saitama-shi, Saitama	Hiroshima Sales Office	Hiroshima-shi, Hiroshima
Tokyo Sales Office	Koto-ku, Tokyo	Shikoku Sales Office	Matsuyama-shi, Ehime
Yokohama Sales Office	Yokohama-shi, Kanagawa	Kyushu Sales Office	Fukuoka-shi, Fukuoka
Shizuoka Sales Office	Shizuoka-shi, Shizuoka	Minami-kyushu Sales Office	Kagoshima-shi, Kagoshima

- Factories

Name	Location	Name	Location
Yotsukaido Factory	Yotsukaido-shi, Chiba	Oyama Factory	Oyama-shi, Tochigi

#### ii. Subsidiaries and affiliates

(Japan)

Name	Location
Macy Co., Ltd.	Head Office (Koto-ku, Tokyo) Factory (Yotsukaido-shi, Chiba)
Eleco Ltd.	Head Office (Koto-ku, Tokyo) Factory (Yotsukaido-shi, Chiba)
Mizuho Corp.	Head Office (Koto-ku, Tokyo) Factory (Yotsukaido-shi, Chiba)
Across Corp.	Head Office (Koto-ku, Tokyo) Factory (Yotsukaido-shi, Chiba)
Universal Bros. Corp.	Head Office (Koto-ku, Tokyo) Factory (Yotsukaido-shi, Chiba)

(Overseas)

Name	Location
TIGER RESORT, LEISURE AND ENTERTAINMENT, INC.	Philippines
Tiger Resort Asia Limited	Hong Kong, China
Brontia Limited	Hong Kong, China
Aruze USA, Inc.	USA
ARUZE Investment Co.,Ltd.	Cambodia
UE RESORTS INTERNATIONAL, INC.	Philippines

(7) Status of Employees (as of December 31, 2025)

i. Status of employees of the Group

Business Segment	Number of employees	Year-on-year change
Amusement Equipments Business	788	Decrease of 30
Integrated Resort Business	5,995	Decrease of 425
Others	25	Increase of 15
Corporate (common)	196	Increase of 7
Total	7,004	Decrease of 433

Note: Number of employees does not include directors/audit & supervisory committee members, contract employees, temporary employees and part-time workers.

ii. Status of employees of the Company

Number of employees	Year-on-year change	Average age	Average number of years employed
1,000	Increase of 2	45 years and 4 months	13 years and 0 month

Note: Number of employees does not include directors/audit & supervisory committee members, contract employees, temporary employees and part-time workers.

(8) Status of Principal Lenders (as of December 31, 2025)

Lender	Amount (Million yen)
China Banking Corporation	57,118
Asia United Bank	13,300

(9) Other Significant Matters Concerning the Corporate Group

Transition to a Company with Audit & Supervisory Committee

Based on the resolution at the Extraordinary Shareholders Meeting held on July 23, 2025, the Company transitioned to a company with Audit & Supervisory Committee as of the same date.

Liability of Mr. Kazuo Okada

In response to the results of the investigation performed by the Special Investigation Committee, which were announced on August 30, 2017, the Universal Entertainment Group took legal action against Mr. Kazuo Okada concerning his civil and criminal responsibilities concerning the matters under investigation.

The purpose of the civil proceedings by Universal Entertainment and a subsidiary was to recover losses allegedly incurred by the Universal Entertainment Group due to fraudulent activity by Mr. Okada. Lawsuits demanding a payment by Mr. Okada to cover these losses were filed in Japan and other countries. In Japan and South Korea, the court ruled that Mr. Okada had to make this payment and this verdict has been confirmed. Civil proceedings are pending in Hong Kong.

Regarding alleged criminal activity, the Universal Entertainment Group filed criminal accusations and complaints with the authorities in Hong Kong, South Korea and the Philippines.

## Information concerning TRLEI

On May 31, 2022, Mr. Okada and a group operating acting under his instructions forcibly entered OKADA MANILA, which is operated by TRLEI, and had temporarily and illegally occupied the facility and its operation. The Universal Entertainment Group filed criminal accusations and complaints with the authorities as a criminal case.

## Verdict against Jun Fujimoto in shareholder derivative lawsuit and subsequent activities

One shareholder of Universal Entertainment instigated a shareholder derivative lawsuit against Jun Fujimoto, who is a former representative director of Universal Entertainment. On April 25, 2024, The Tokyo District Court ruled that Mr. Fujimoto had breached his fiduciary duty or duty of loyalty as a director and ordered Mr. Fujimoto to compensate Universal Entertainment for damages in the amount of US\$43,497,203.80 and make a delay penalty payment. Mr. Fujimoto filed a petition for appeal and acceptance of appeal to the Supreme Court against the decision of the ruling of the court in this case. However, on February 19, 2025, the Supreme Court issued an order dismissing the appeal and refusing to accept the appeal as a final appeal. As a result, the court of appeals' judgment in this case has become final and binding.

To be prepared for a judgment confirming Mr. Fujimoto's obligation to pay damages, Universal Entertainment implemented asset preservation measures that include the seizure of a house, Universal Entertainment stock, deposits, director remuneration and other assets of Mr. Fujimoto for the purpose of ensuring that Universal Entertainment retained the right to demand that Mr. Fujimoto make a payment for damages. After the court of appeals issued its final verdict in this case, Universal Entertainment received a payment of 3,512 million yen as was announced on May 14, 2025, in a release titled "Notice Concerning Position of Special Revenue and Non-Operating Expense."

## 2. Summary of the Company

### (1) Status of Stock (as of December 31, 2025)

- i. Total number of authorized shares 324,820,000 shares
- ii. Total number of issued shares 80,195,000 shares (including 2,704,139 treasury shares)
- iii. Number of shareholders 21,838 (a decrease of 2,200 from the end of 2024)
- iv. Major shareholders

Name of shareholders	Number of shares held (Thousand shares)	Shareholding ratio (%)
OKADA HOLDINGS LIMITED	54,452	70.26
Hiroko Yokotsuka	2,045	2.63
STATE STREET BANK AND TRUST CLIENT OMNIBUS ACCOUNT OM02 505002	1,785	2.30
Universal Entertainment Employees' Stock Ownership Plan	752	0.97
Ueda Yagi Tanshi Co., Ltd.	645	0.83
JP JPMSE LUX RE BARCLAYS CAPITAL SEC LTD EQ CO	513	0.66
HOKUTO.CO.,LTD.	470	0.60
SBI Securities Co., Ltd.	425	0.54
Nomura Securities Co., Ltd.	392	0.50
STATE STREET BANK AND TRUST COMPANY 505025	333	0.42

- Notes: 1. The Company holds 2,704,139 treasury shares, which is excluded from the above table of major shareholders.  
2. Shareholding ratio is calculated after deducting 2,704,139 treasury shares.

(2) Matters concerning Share Acquisition Rights

- i. Status of share acquisition rights held by Directors and Audit & Supervisory Committee Members of the Company awarded as compensation for performance of their duties as of the end of the current fiscal year

There is no applicable information.

- ii. Status of share acquisition rights awarded to employees as compensation for performance of their duties during the current fiscal year

There is no applicable information.

- iii. Other concerning share acquisition rights

There is no applicable information.

(3) Status of the Board Members

- i. Directors (as of December 31, 2025)

Position	Name	Responsibilities and significant concurrent positions
Representative Director and President	Tomohiro Okada	Overall management Director, Okada Holdings Limited Director, TIGER RESORT, LEISURE AND ENTERTAINMENT, INC. Chairman, Mizuho Corp.
Director	Yoshiyuki Shouji	Overseas Business Management, Legal & IP Management Director, TIGER RESORT, LEISURE AND ENTERTAINMENT, INC. Director, Tiger Resort Asia Limited Director, Brontia Limited
Director, Senior Executive Officer	Kazuyuki Yanagi	Domestic Business Control
Non-executive Director	Koichiro Sakai	Vice Chairman, AiKou Social Welfare Corporation
Non-executive Director (Full-time Audit & Supervisory Committee Member)	Kuninobu Okuda	Representative Director, Okuda Accounting and Tax Services Office
Non-executive Director (Audit & Supervisory Committee Member)	Makoto Suzuki	President, Suzuki Makoto CPA and Tax Accounting Firm
Non-executive Director (Audit & Supervisory Committee Member)	Akiyoshi Kaneko	Representative partner, Gyosei & Co. Representative partner, Audit Digital & Innovation Consortium G.K. Operational Executor, Gyosei & Co. Director, Gyosei Consulting Co., Ltd.

- Notes: 1. Based on the resolution at the Extraordinary Shareholders Meeting held on July 23, 2025, the Company transitioned to a company with Audit & Supervisory Committee as of the same date.
2. Director Koichiro Sakai, and Directors (Audit & Supervisory Committee Members) Kuninobu Okuda, Makoto Suzuki, Akiyoshi Kaneko are Non-executive Directors.
3. Directors (Audit & Supervisory Committee Members) Kuninobu Okuda and Makoto Suzuki are certified public accountants and tax accountants, and Director (Audit & Supervisory Committee Member) Akiyoshi Kaneko is also a certified public accountant, and they have considerable knowledge of finance and accounting.
4. The Company has registered Non-executive Director Koichiro Sakai and Directors (Audit & Supervisory Committee Members) Kuninobu Okuda, Makoto Suzuki and Akiyoshi Kaneko as Independent Directors as provided for the rules of the Tokyo Stock Exchange.
5. Mr. Kuninobu Okuda is a full-time Member of the Audit & Supervisory Committee for the purposes of upgrading the collection of information, making audits more effective by maintaining sufficient communications and cooperation with internal audit and other departments, and strengthening the audit and oversight functions.
6. Mr. Tomohiro Okada, Representative Director and President, concurrently serves as Director of Okada Holdings Limited, the Company's parent company.

7. The major changes in officers during the current fiscal year is as follows.

- Directors Hajime Tokuda, Kenshi Asano, Takako Okada resigned due to the expiration of their term as of the conclusion of the 52nd Annual Shareholders Meeting held on March 27, 2025.
- Director Yoshiyuki Shouji was appointed and assumed office as a Director at the 52nd Annual Shareholders Meeting held on March 27, 2025.
- Director Kuninobu Okuda was appointed and assumed office as an Audit & Supervisory Board Member at the 52nd Annual Shareholders Meeting held on March 27, 2025.
- Directors Kazuyuki Yanagi and Koichiro Sakai are appointed and assumed office as Directors at the Extraordinary Shareholders Meeting held on July 23, 2025.
- Directors (Audit & Supervisory Committee Members) Kuninobu Okuda, Makoto Suzuki and Akiyoshi Kaneko are appointed and assumed office as Directors (Audit & Supervisory Committee Members) at the Extraordinary Shareholders Meeting held on July 23, 2025.
- Directors Masayoshi Miyanaga and Hiroshi Miyauchi, and Audit & Supervisory Board Member Yutaka Yazawa completed their terms of office at the close of the Extraordinary Shareholders Meeting held on July 23, 2025, due to the change in the governance structure of Universal Entertainment to a Company with an Audit & Supervisory Committee. At the end of Mr. Miyanaga's term, he was also a specially appointed professor of the Chuo Graduate School of Strategic Management. At the end of Mr. Miyauchi's term, he was the representative attorney of the Miyauchi & Mizumachi IT Law Offices and an outside director (Audit & Supervisory Committee member) of CYBERLINKS CO.,LTD. At the end of Mr. Yazawa's term, he was a full-time Audit & Supervisory Board Member.

#### ii. Overview of Liability Limitation Agreements

The Articles of Incorporation allow the Company to enter into liability limitation agreements with Directors (excluding executive directors, same hereafter), pursuant to Article 427, Paragraph 1 of the Companies Act. These agreements are limited to the responsibilities in Article 423, Paragraph 1 of the Companies Act and are valid only when Directors perform their duties in good faith and without gross negligence. The Company has these agreements with all Non-executive Directors. Liability is limited to the higher of one million yen or the amount specified by laws and regulations. The Company signed a similar agreement with Mr. Masayoshi Miyanaga and Mr. Hiroshi Miyauchi, who resigned as Non-executive Directors on July 23, 2025, and Mr. Yutaka Yazawa, who resigned as Non-executive Audit & Supervisory Board Member.

#### iii. Overview of Liability Compensation Contracts

The Company signed liability compensation contracts as prescribed in Article 430-2-1 of the Companies Act with Directors Tomohiro Okada, Yoshiyuki Shouji, Kazuyuki Yanagi, Koichiro Sakai, as well as with Directors (Audit & Supervisory Committee Members) Kuninobu Okuda, Makoto Suzuki, and Akiyoshi Kaneko, and thereby shall compensate for expenses prescribed in Article 430-2-1-1 of the said Act and losses prescribed in Article 430-2-1-2 of the said Act within the limits prescribed by laws and regulations. In order to ensure that the said contracts do not impair the appropriateness of the execution of duties by Directors of the Company, the said contracts stipulate, among others, that the Company shall not be obligated to compensate each of Directors for the expenses incurred in the event that the Company makes a claim seeking liability against a Director (excluding cases of shareholder derivative suits), or the expenses incurred in the event that a Director has acted in bad faith or gross negligence in performing their duties. The Company signed a liability compensation contract with Mr. Masayoshi Miyanaga and Mr. Hiroshi Miyauchi, who resigned as Non-executive Directors on July 23, 2025, and Mr. Yutaka Yazawa, who resigned as Non-executive Audit & Supervisory Board Member.

#### iv. Overview of Liability Insurance Agreements for Executives

The Company has signed liability insurance agreements for executives with an insurance company as prescribed in Article 430-3-1 of the Companies Act that provide coverage for Directors and Executive Officers, which are renewed annually. The Company plans to renew such agreements under the same terms and conditions at the time of its next renewal. A summary of the liability insurance policy is as follows.

##### (1) Summary of insured events eligible for coverage

If a Director or other individual covered by this policy is sued for the payment of losses or other damages by a shareholder, investor, employee or other third party due to an act associated with the performance of that individual's

job, the insurance policy will pay for losses of the individual resulting from any liability payments and litigation expenses.

(2) Insurance premium

The Company pays the entire cost of these insurance policies.

In order to ensure that the said agreements do not impair the appropriateness of the execution of duties by a Director or other individual covered by this policy, there are exclusions in the insurance policies such as those that eliminate coverage for the following claims for damages.

- Claims for damages arising from illegal acts of the insured to obtain personal gain or advantage
- Claims for damages arising from criminal acts of the insured
- Claims for damages arising from intentional violation of laws and regulations by the insured

v. Remuneration for Directors and Audit & Supervisory Board Members

- Aggregate amount of remuneration for the current fiscal year

	Number of Directors and Audit & Supervisory Board Members	Amount of remuneration, etc. by category			Amount of remuneration
		Fixed remuneration	Performance-based remuneration, etc.	Non-monetary remuneration, etc.	
Directors (Excluding Directors Who are Members of the Audit & Supervisory Committee)	9	311 million yen	-	-	311 million yen
(o/w, Non-executive Directors)	(3)	(26 million yen)	(-)	(-)	(26 million yen)
Directors (Who are Members of the Audit & Supervisory Committee)	3	27 million yen	-	-	27 million yen
(o/w, Non-executive Directors)	(3)	(27 million yen)	(-)	(-)	(27 million yen)
Audit & Supervisory Board Members	4	26 million yen	-	-	26 million yen
(o/w, Non-executive Audit & Supervisory Board Members)	(4)	(26 million yen)	(-)	(-)	(26 million yen)
Total	16	364 million yen	-	-	364 million yen

- Notes:
1. The above amount of remuneration does not include employee salaries that have been paid to Directors who serve concurrently as employees.
  2. The amount of remuneration to be paid to Directors before the transition to the Company with an Audit & Supervisory Committee was approved at the Annual Shareholders Meeting held on June 29, 2017, as no more than 2,000 million yen per year (200 million yen for Non-executive Directors). The number of Directors at the conclusion of the said Annual Shareholders Meeting was seven (including three Non-executive Directors). The amount of remuneration does not include the employee salaries of Directors who serve concurrently as employees.
  3. The amount of remuneration to be paid to Directors (excluding Directors who are members of the Audit & Supervisory Committee) after the transition to the Company with an Audit & Supervisory Committee was approved at the Extraordinary Shareholders Meeting held on July 23, 2025, as no more than 1,000 million yen per year (200 million yen for Non-executive Director). The number of Directors (excluding Directors who are members of the Audit & Supervisory Committee) at the conclusion of the said Shareholders Meeting was four (including one Non-executive Directors). The amount of remuneration of Directors (excluding Directors who are members of the Audit & Supervisory Committee) does not include the employee salaries of Directors who serve concurrently as employees.

4. The amount of remuneration to be paid to Audit & Supervisory Board Members before the transition to the Company with an Audit & Supervisory Committee was approved at the Extraordinary Shareholders Meeting held on March 26, 1998, as no more than 100 million yen per year. The number of Audit & Supervisory Board Members at the conclusion of the said Shareholders Meeting was one.
5. The remuneration of Audit & Supervisory Board Members is the amount paid for services during the terms of office of the four members when their terms ended at the close of the Extraordinary Shareholders Meeting held on July 23, 2025. Following the meeting, three of these four individuals became Directors who are members of the Audit & Supervisory Committee. Consequently, the amount of remuneration and number of Directors and Audit & Supervisory Board Members include Audit & Supervisory Board Members during the term of office in this position and Directors who are members of the Audit & Supervisory Committee during the term of office in this position.
6. The amount of remuneration to be paid to Directors who are members of the Audit & Supervisory Committee was approved at the Extraordinary Shareholders Meeting held on July 23, 2025, as no more than 120 million yen per year. The number of Directors who are members of the Audit & Supervisory Committee at the conclusion of the said Shareholders Meeting was three.
7. The number of Directors (excluding Directors who are members of the Audit & Supervisory Committee) as of December 31, 2025 is four (including one Non-executive Director). The number of Directors who are members of the Audit & Supervisory Committee is three (including three Non-executive Directors). The number of Audit & Supervisory Board Members is zero. This is different from the number of Directors (excluding Directors who are members of the Audit & Supervisory Committee), Directors who are members of the Audit & Supervisory Committee, and Audit & Supervisory Board Members described in the above table because such Directors include three Directors who resigned on March 27, 2025 due to the expiration of their term as well as two Non-executive Directors and four Non-executive Audit & Supervisory Board Members who resigned on July 23, 2025. Based on the resolution at the Extraordinary Shareholders Meeting held on July 23, 2025, the Company transitioned from a company with Audit & Supervisory Board to a company with Audit & Supervisory Committee.

vi. Policy to determine remuneration, etc. for individual Directors and Audit & Supervisory Board Members

At the Extraordinary Shareholders Meeting held on July 23, 2025, shareholders approved the change in the corporate governance structure to a Company with an Audit & Supervisory Committee. On the same day, the Board of Directors approved a resolution concerning a revised policy for determining the remuneration of individual directors (excluding Directors who are Audit & Supervisory Committee Members). Revisions to the remuneration determination policy were only terminology revisions to reflect the change to a Company with an Audit & Supervisory Committee. The following is a summary of the revised policy.

Remuneration for Directors (excluding Directors who are members of the Audit & Supervisory Committee) is solely a fixed monthly cash payment that is within the limit approved in the shareholders' meeting. The monthly payments consist of a basic payment and a performance-linked payment that is determined in accordance with their short-term and long-term performance. However, the monthly payments for Non-executive Directors (excluding Directors who are members of the Audit & Supervisory Committee) are limited to the basic payment.

The basic payment is determined by the responsibilities of different Directors (excluding Directors who are members of the Audit & Supervisory Committee) in the Board meeting. The performance-linked payment is divided into short-term and long-term; the short-term performance-linked payment is determined by the consolidated business performance in the previous fiscal year and the long-term performance-linked payment is determined by the relative evaluation of Total Shareholders Return by the capital market in the previous 3~5 fiscal years.

The ratio of the basic payment and the performance-linked payment is set at 1.0 to 0.5~1.0 in general, and 1.0 to 0~2.0 for representative director. For newly elected Directors (excluding Directors who are members of the Audit & Supervisory Committee), the performance-linked payment is set as default.

The remuneration beginning in April 2025 for individual directors (beginning on July 23, 2025, defined as Directors (excluding Directors who are Audit & Supervisory Committee Members)) uses the determination method (approved by the Board of Directors on March 27, 2025) prior to the revision on July 23, 2025.

The amount of remuneration to be paid to Directors (excluding Directors who are members of the Audit & Supervisory Committee) was approved at the Extraordinary Shareholders Meeting held on July 23, 2025, as no more than 1,000 million yen per year (200 million yen for Non-executive Director). The number of Directors (excluding Directors who are members of the Audit & Supervisory Committee) at the conclusion of the said Shareholders Meeting was four (including one Non-executive Directors). The amount of remuneration of Directors (excluding Directors who are

members of the Audit & Supervisory Committee) does not include the employee salaries of Directors who serve concurrently as employees.

Remuneration for Directors who are members of the Audit & Supervisory Committee is determined by discussions held by members of the Audit & Supervisory Committee at the Audit & Supervisory Committee and within the limit approved by shareholders.

The amount of remuneration to be paid to Directors who are members of the Audit & Supervisory Committee was approved at the Extraordinary Shareholders Meeting held on July 23, 2025, as no more than 120 million yen per year. The number of Directors who are members of the Audit & Supervisory Committee at the conclusion of the said Shareholders Meeting was three.

The Company has not provided for a scheme of retirement benefits for executives.

vii. Retirement benefits paid to the Board Members in the current fiscal year

There is no applicable information.

viii. Matters Concerning the Company's Non-executive Board Members (as of December 31, 2025)

i) Concurrently serving Non-executive Directors

Name	Significant concurrent positions	Relationship with the Company
Koichiro Sakai	Vice Chairman, AiKou Social Welfare Corporation	There are no significant relationships.
Kuninobu Okuda	Representative Director, Okuda Accounting and Tax Services Office	There are no significant relationships.
Makoto Suzuki	President, Suzuki Makoto CPA and Tax Accounting Firm	There are no significant relationships.
Akiyoshi Kaneko	Representative partner, Gyosei & Co. Representative Partner, Audit Digital & Innovation Consortium G.K. Operational Executor of Gyosei & Co. Director, Gyosei Consulting Co., Ltd.	There are no significant relationships.
Masayoshi Miyanaga	Specially Appointed Professor, Chuo Graduate School of Strategic Management	There are no significant relationships.
Hiroshi Miyauchi	Representative Attorney, Miyauchi & Mizumachi IT Law Offices Outside Director, (Audit & Supervisory Committee Member), CYBERLINKS CO., LTD.	There are no significant relationships.

Note: Directors Masayoshi Miyanaga and Hiroshi Miyauchi resigned due to the expiration of their term as of the conclusion of the Extraordinary Shareholders Meeting held on July 23, 2025.

ii) Concurrently serving Non-executive Audit & Supervisory Board Member

Name	Significant concurrent positions	Relationship with the Company
Yutaka Yazawa		-

Note: Audit & Supervisory Board Member Yutaka Yazawa resigned due to the expiration of his term as of the conclusion of the Extraordinary Shareholders Meeting held on July 23, 2025.

iii) Major activities of Non-executive Directors and Non-executive Audit & Supervisory Committee Members

Name	Position	Principal activities and overview of duties performed in relation to the expected roles of Non-executive Director
Koichiro Sakai	Non-executive Director	He attended all 6 meetings of the Board of Directors held during 2025 since assuming office on July 23, 2025. He also served as a member of the Nomination and Remuneration Committee and attended all 2 meetings of the Nomination and Remuneration Committee during 2025 and made statements mainly from his many years of experience at a major newspaper, as a corporate communications consultant and in other jobs and has extensive knowledge in these fields. Besides attending the Board

		of Directors, he held meetings to exchange opinions among Independent Directors and shared the results with executive directors by providing advice and supervision on them. Accordingly, he adequately fulfilled the expected roles and responsibilities of Non-executive Director.
Kuninobu Okuda	Non-executive Director (Full-time Audit & Supervisory Committee Member)	He attended all 11 meetings of the Board of Directors held during 2025 since assuming office on March 27, 2025. He attended all 10 meetings of the Audit & Supervisory Board held before the transition to the Company with an Audit & Supervisory Committee and attended all 9 meetings of the Audit & Supervisory Committee held after the transition to the Company with an Audit & Supervisory Committee. He also served as a member of the Nomination and Remuneration Committee and attended all 2 meetings of the Nomination and Remuneration Committee during 2025 and made statements mainly from his professional perspective as a certified public accountant. Besides attending the Board of Directors, he held meetings to exchange opinions among Independent Directors and shared the results with executive directors by providing advice and supervision on them. Accordingly, he adequately fulfilled the expected roles and responsibilities of Non-executive Director.
Makoto Suzuki	Non-executive Director (Audit & Supervisory Committee Member)	He attended all 16 meetings of the Board of Directors held during 2025. He attended all 17 meetings of the Audit & Supervisory Board held before the transition to the Company with an Audit & Supervisory Committee and attended all 9 meetings of the Audit & Supervisory Committee held after the transition to the Company with an Audit & Supervisory Committee. He made statements mainly from his professional perspective as a certified public accountant. Besides attending the Board of Directors, he held meetings to exchange opinions among Independent Directors and shared the results with executive directors by providing advice and supervision on them. Accordingly, he adequately fulfilled the expected roles and responsibilities of Non-executive Director.
Akiyoshi Kaneko	Non-executive Director (Audit & Supervisory Committee Member)	He attended 15 out of 16 meetings of the Board of Directors held during 2025. He attended all 17 meetings of the Audit & Supervisory Board held before the transition to the Company with an Audit & Supervisory Committee and attended all 9 meetings of the Audit & Supervisory Committee held after the transition to the Company with an Audit & Supervisory Committee. He made statements mainly from his professional perspective as a certified public accountant. Besides attending the Board of Directors, he held meetings to exchange opinions among Independent Directors and shared the results with executive directors by providing advice and supervision on them. Accordingly, he adequately fulfilled the expected roles and responsibilities of Non-executive Director.
Masayoshi Miyanaga	Non-executive Director	He attended all 10 meetings of the Board of Directors held prior to his retirement on July 23, 2025. Besides attending such meetings, he held meetings to exchange opinions among Independent Directors and shared the results with executive directors by providing advice and supervision on them. Moreover, he contributed to improving the Corporate Governance Report of the Company by proactively giving advice on its content. Accordingly, he adequately fulfilled the expected roles and responsibilities of Non-executive Director.
Hiroshi Miyauchi	Non-executive Director	He attended all 10 meetings of the Board of Directors held prior to his retirement on July 23, 2025. Besides attending such meetings, he held meetings to exchange opinions among Independent Directors and shared the results with executive directors by providing advice and supervision on them. Accordingly, he adequately fulfilled the expected roles and responsibilities of Non-executive Director.
Yutaka Yazawa	Non-executive Audit & Supervisory Board Member	He attended all 10 meetings of the Board of Directors held prior to his retirement on July 23, 2025, and all 17 meetings of the Audit & Supervisory Board and made statements mainly from his professional perspective as a Barrister-at-Law (UK).

Note: The number of meetings of the Board of Directors by written resolution is excluded.

(4) Status of Independent Accounting Auditor

i. Name: UHY Tokyo & Co.

ii. Amounts of remuneration to be paid to the Independent Accounting Auditor

	Total amounts of remuneration paid
Remuneration for the current fiscal year to be paid to the Independent Accounting Auditor	102 million yen
Sum of money and other property benefits to be paid by the Company and its subsidiaries to the Independent Accounting Auditor	102 million yen

- Notes:
1. The audit agreement entered into by the Independent Accounting Auditor and the Company does not clearly distinguish the amount for the audit under the Companies Act and for the audit under the Financial Instruments and Exchange Act, and the two amounts cannot be substantially distinguished from each other. Therefore, the remuneration to be paid by the Company to the Independent Accounting Auditor indicates the total for the two audits.
  2. The Audit & Supervisory Committee has determined that the amounts of remuneration, etc. of the Independent Accounting Auditor is agreeable, after necessary verification of the appropriateness of the content of the audit plan, the status of the performance of duties of the Independent Accounting Auditor, and the basis of calculation of the remuneration estimate.
  3. The Company's consolidated subsidiaries TIGER RESORT, LEISURE AND ENTERTAINMENT, INC. and UE RESORTS INTERNATIONAL, INC. are audited by an auditing firm other than the Company's Independent Accounting Auditor.

iii. Details of non-audit activities

There is no applicable information.

iv. Policy on decisions concerning dismissal or non-reappointment of Independent Accounting Auditor

The Audit & Supervisory Committee, if it determines that the Independent Accounting Auditor has difficulty executing his/her duties or considers it necessary to do so, may determine the agenda for dismissal or non-reappointment of the Independent Accounting Auditor to be submitted to a General Meeting of Shareholders.

The Audit & Supervisory Committee may dismiss the Independent Accounting Auditor if it determines that any act or circumstance of the Independent Accounting Auditor falls under any items of Article 340, Paragraph 1 of the Companies Act. In this case, an Audit & Supervisory Committee member appointed by the Audit & Supervisory Committee shall report the fact that the Audit & Supervisory Committee has dismissed the Independent Accounting Auditor and reasons thereof at the first General Meeting of Shareholders to be held after such dismissal.

## Consolidated Balance Sheet

(As of December 31, 2025)

(Million yen)

Item	Amount	Item	Amount
<b>Assets</b>		<b>Liabilities</b>	
Current assets	93,415	Current liabilities	41,639
Cash and deposits	40,000	Notes and accounts payable - trade	6,269
Notes and accounts receivable - trade	6,577	Current portion of long-term borrowings	2,533
Securities	121	Accounts payable - other	4,521
Merchandise and finished goods	2,673	Accrued expenses	8,505
Work in process	15,442	Income taxes payable	2,086
Raw materials and supplies	12,533	Provision for bonuses	95
Other	17,381	Other	17,628
Allowance for doubtful accounts	(1,314)	Non-current liabilities	202,307
Non-current assets	279,549	Notes	62,999
Property, plant and equipment	198,155	Long-term borrowings	67,884
Buildings and structures	152,939	Retirement benefit liability	1,474
Machinery, equipment and vehicles	10,489	Lease liabilities	60,949
Lease assets	19,102	Deferred tax liabilities	6,676
Land	7,714	Other	2,323
Construction in progress	4,388		
Other	3,521	<b>Total liabilities</b>	<b>243,947</b>
Intangible assets	1,466	<b>Net assets</b>	
Other	1,466	Shareholders' equity	122,816
Investments and other assets	79,927	Share capital	98
Investment securities	9,955	Capital surplus	18,828
Long-term loans receivable	2,064	Retained earnings	111,189
Long-term deposits	9,630	Treasury shares	(7,299)
Long-term deposits for subsidiaries and associates	23,868	Accumulated other comprehensive income	6,871
Long-term accounts receivable from subsidiaries and associates	7,553	Valuation difference on available-for-sale securities	(33)
Deferred tax assets	8,537	Foreign currency translation adjustment	6,894
Other	25,193	Remeasurements of defined benefit plans	10
Allowance for doubtful accounts	(6,876)		
Deferred assets	670	<b>Total net assets</b>	<b>129,687</b>
<b>Total assets</b>	<b>373,634</b>	<b>Total liabilities and net assets</b>	<b>373,634</b>

Note: Amounts are rounded down to the nearest million yen.

## Consolidated Statement of Income

(January 1, 2025 to December 31, 2025)

(Million yen)

Item	Amount
Net sales	122,827
Cost of sales	50,846
Gross profit	71,980
Selling, general and administrative expenses	75,208
Operating loss	(3,228)
Non-operating income	5,884
Interest income	729
Dividend income	44
Gain on extinguishment of borrowings	2,692
Share of profit of entities accounted for using equity method	2,027
Other	389
Non-operating expenses	21,154
Interest expenses	9,011
Interest expenses on notes	6,707
Commission expenses	9
Foreign exchange losses	1,134
Provision of allowance for doubtful accounts	1,854
Other	2,436
Ordinary loss	(18,497)
Extraordinary income	6,530
Gain on sale of non-current assets	3,010
Gain on sale of investment securities	4
Compensation income	3,512
Other	2
Extraordinary losses	230,304
Loss on sales and retirement of non-current assets	107
Loss on valuation of shares of subsidiaries and associates	4
Loss on sale of shares of subsidiaries and associates	536
Loss on litigation	400
Impairment loss	229,115
Other	140
Loss before income taxes	(242,271)
Income taxes-current	2,143
Income taxes-deferred	(12,990)
Loss	(231,425)
Net loss attributable to owners of parent	(231,425)

Note: Amounts are rounded down to the nearest million yen.

## Consolidated Statement of Changes in Equity

(January 1, 2025 to December 31, 2025)

(Million yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	98	18,828	342,614	(7,298)	354,241
Changes of items during period					
Loss attributable to owners of parent			(231,425)		(231,425)
Purchase of treasury shares				(0)	(0)
Net changes of items other than shareholders' equity					
Total changes of items during period	-	-	(231,425)	(0)	(231,425)
Balance at end of current period	98	18,828	111,189	(7,299)	122,816

	Accumulated other comprehensive income				Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income	
Balance at beginning of current period	(32)	15,693	(170)	15,489	369,731
Changes of items during period					
Loss attributable to owners of parent					(231,425)
Purchase of treasury shares					(0)
Net changes of items other than shareholders' equity	(0)	(8,799)	181	(8,618)	(8,618)
Total changes of items during period	(0)	(8,799)	181	(8,618)	(240,043)
Balance at end of current period	(33)	6,894	10	6,871	129,687

Note: Amounts are rounded down to the nearest million yen.

## Non-consolidated Balance Sheet

(As of December 31, 2025)

(Million yen)

Item	Amount	Item	Amount
<b>Assets</b>		<b>Liabilities</b>	
Current assets	58,794	Current liabilities	25,545
Cash and deposits	13,755	Notes payable - trade	2,953
Notes receivable - trade	1,692	Accounts payable - trade	3,246
Accounts receivable - trade	3,979	Short-term borrowings	8,450
Merchandise and finished goods	696	Accounts payable - other	3,003
Work in process	15,442	Accrued expenses	3,236
Raw materials and supplies	12,474	Income taxes payable	2,000
Advance payments-trade	4,298	Accrued consumption taxes	1,475
Prepaid expenses	1,229	Provision for bonuses	94
Short-term loans receivable	4,500	Other	1,086
Other	1,297	Non-current liabilities	73,605
Allowance for doubtful accounts	(571)	Bonds payable	62,999
Non-current assets	223,411	Asset retirement obligations	613
Property, plant and equipment	12,724	Long-term deposits received from subsidiaries and associates	2,848
Buildings	2,908	Deferred tax liabilities	6,676
Structures	47	Other	467
Machinery and equipment	552	<b>Total liabilities</b>	<b>99,151</b>
Tools, furniture and fixtures	3,294	<b>Net assets</b>	
Land	5,892	Shareholders' equity	183,717
Other	28	Share capital	98
Intangible assets	625	Capital surplus	20,260
Software	511	Legal capital surplus	7,503
Other	113	Other capital surplus	12,757
Investments and other assets	210,061	Retained earnings	170,658
Investment securities	97	Legal retained earnings	861
Shares of subsidiaries and associates	157,914	Other retained earnings	169,796
Long-term loans receivable	7,741	General reserve	90,000
Long-term advances paid to subsidiaries and associates	49,531	Retained earnings brought forward	79,796
Long-term deposits	3,421	Treasury shares	(7,299)
Long-term deposits for subsidiaries and associates	11,208	Valuation difference on available-for-sale securities	6
Other	4,680	<b>Total net assets</b>	<b>183,724</b>
Allowance for doubtful accounts	(24,535)	<b>Total liabilities and net assets</b>	<b>282,875</b>
Deferred assets	670		
<b>Total assets</b>	<b>282,875</b>		

Note: Amounts are rounded down to the nearest million yen.

## Non-consolidated Statement of Income

(January 1, 2025 to December 31, 2025)

(Million yen)

Item	Amount
Net sales	58,819
Cost of sales	33,686
Gross profit	25,133
Selling, general and administrative expenses	21,452
Operating profit	3,680
Non-operating income	475
Interest income	122
Dividend income	29
Insurance claim income	200
Other	122
Non-operating expenses	10,891
Interest expenses	164
Interest expenses on notes	6,707
Amortization of bond issuance costs	187
Provision of allowance for doubtful accounts	1,854
Foreign exchange losses	1,651
Commission expenses	9
Other	318
Ordinary loss	(6,735)
Extraordinary income	6,472
Gain on sale of non-current assets	2,952
Gain on sale of investment securities	4
Compensation income	3,512
Other	2
Extraordinary losses	175,000
Loss on sales of non-current assets	22
Loss on valuation of shares of subsidiaries and associates	148,970
Impairment loss	4,338
Loss on litigation	400
Provision of allowance for doubtful accounts for subsidiaries and associates	21,147
Other	120
Loss before income taxes	(175,263)
Income taxes - current	2,003
Income taxes - deferred	(8,650)
Net loss	(168,617)

Note: Amounts are rounded down to the nearest million yen.

## Non-consolidated Statement of Changes in Equity

(January 1, 2025 to December 31, 2025)

(Million yen)

	Shareholders' equity							
	Share capital	Capital surplus			Legal retained earnings	Other retained earnings		Total retained earnings
		Legal capital surplus	Other capital surplus	Total capital surplus		General reserve	Retained earnings brought forward	
Balance at beginning of current period	98	7,503	12,757	20,260	861	90,000	248,414	339,275
Changes of items during period								
Loss							(168,617)	(168,617)
Purchase of treasury shares								
Net changes of items other than shareholders' equity								
Total changes of items during period	-	-	-	-	-	-	(168,617)	(168,617)
Balance at end of current period	98	7,503	12,757	20,260	861	90,000	79,796	170,658

	Shareholders' equity		Valuation and translation adjustments		Total net assets
	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at beginning of current period	(7,298)	352,335	-	-	352,335
Changes of items during period					
Loss		(168,617)			(168,617)
Purchase of treasury shares	(0)	(0)			(0)
Net changes of items other than shareholders' equity			6	6	6
Total changes of items during period	(0)	(168,617)	6	6	(168,610)
Balance at end of current period	(7,299)	183,717	6	6	183,724

Note: Amounts are rounded down to the nearest million yen.

## Audit Report by Independent Auditor

February 25, 2026

Board of Directors  
Universal Entertainment Corporation

UHY Tokyo & Co.  
Shinagawa-ku, Tokyo  
Kazunaga Ikeda, CPA, Designated Partner and Managing Partner  
Tatsuya Kanome CPA, Designated Partner and Managing Partner  
Akira Yasukouchi, CPA, Designated Partner and Managing Partner

### Auditor's opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity and the notes to consolidated financial statements of Universal Entertainment Corporation (the "Company") applicable to the fiscal year from January 1, 2025 through December 31, 2025.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Universal Entertainment Group, which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended December 31, 2025 in conformity in accordance with the corporate accounting standards generally accepted in Japan.

### Basis for auditor's opinion

We conducted audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of this report. We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and we have fulfilled other ethical responsibilities as an auditor. We believe that we obtained sufficient and appropriate audit evidence that forms the basis for expressing our opinions.

### Other information

Other information is in the business report and supplementary documents. Management is responsible for preparing and disclosing these reports and documents. The Audit & Supervisory Committee are responsible for supervising the performance of the directors regarding the establishment and implementation of a reporting process for this other information.

Other information is not subject to the audit opinion concerning the consolidated financial statements of the independent auditor and this auditor does not state an opinion regarding other information.

We are responsible for auditing the consolidated financial statements by reading these statements in their entirety. During this process, we are responsible for determining if there are significant discrepancies between other information and the consolidated financial statements or knowledge acquired by the independent auditor during the auditing process. In addition to looking for these significant discrepancies, we check for any signs of significant errors in other information.

If we reach the conclusion that, based on our audit, there are significant errors in other information, we are required to report this conclusion.

We found no items concerning other information that need to be reported.

### Responsibilities of management and Audit & Supervisory Committee for the consolidated financial statements

The Company's management is responsible for the preparation and fair disclosure of the aforementioned consolidated financial statements in accordance with the corporate accounting standards generally accepted in Japan. This includes the establishment and operation of internal control systems that are regarded as necessary by management to ensure the preparation and fair disclosure of the consolidated financial statements without material misstatement due to fraudulence or errors.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate

to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Committee are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

#### Auditor's responsibilities for the audit of the consolidated financial statements

The auditor's responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements. The auditor makes professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Plan and perform an audit of the consolidated financial statements in order to obtain sufficient appropriate audit evidence regarding the financial information of the Group to provide a basis for an opinion on the consolidated financial statements. The auditor is responsible for the direction, supervision and performance of the audit on the consolidated financial statements. The auditor remains solely responsible for its audit opinion.

The auditor reports to Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan concerning independence as well as matters that are reasonably considered to have an impact on the auditor's independence and where applicable, measures taken to eliminate inhibiting factors or apply safeguards to reduce them to an acceptable level.

#### Vested interests

The audit firm and its Managing Partners have no vested interests in the Company and its consolidated subsidiaries that should be disclosed in accordance with the provisions of the Certified Public Accountants Act.

End

## Audit Report by Independent Auditor

February 25, 2026

Board of Directors  
Universal Entertainment Corporation

UHY Tokyo & Co.  
Shinagawa-ku, Tokyo  
Kazunaga Ikeda, CPA, Designated Partner and Managing Partner  
Tatsuya Kanome CPA, Designated Partner and Managing Partner  
Akira Yasukouchi, CPA, Designated Partner and Managing Partner

### Auditor's opinion

Pursuant to Article 436, Paragraph 2-1 of the Companies Act, we have audited the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity, the notes to non-consolidated financial statements and the related supplementary schedules of Universal Entertainment Corporation (the "Company") applicable to the 53rd fiscal year from January 1, 2025 through December 31, 2025.

In our opinion, the non-consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Company, applicable to the fiscal year ended December 31, 2025 in conformity in accordance with the corporate accounting standards generally accepted in Japan.

### Basis for auditor's opinion

We conducted audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the non-consolidated financial statements section of this report. We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and we have fulfilled other ethical responsibilities as an auditor. We believe that we obtained sufficient and appropriate audit evidence that forms the basis for expressing our opinions.

### Other information

Other information is in the business report and supplementary documents. Management is responsible for preparing and disclosing these reports and documents. The Audit & Supervisory Committee are responsible for supervising the performance of the directors regarding the establishment and implementation of a reporting process for this other information.

Other information is not subject to the audit opinion concerning the non-consolidated financial statements of the independent auditor and this auditor does not state an opinion regarding other information.

We are responsible for auditing the non-consolidated financial statements by reading these statements in their entirety. During this process, we are responsible for determining if there are significant discrepancies between other information and the non-consolidated financial statements or knowledge acquired by the independent auditor during the auditing process. In addition to looking for these significant discrepancies, we check for any signs of significant errors in other information.

If we reach the conclusion that, based on our audit, there are significant errors in other information, we are required to report this conclusion.

We found no items concerning other information that need to be reported.

### Responsibilities of management and Audit & Supervisory Committee for the non-consolidated financial statements

The Company's management is responsible for the preparation and fair disclosure of the aforementioned non-consolidated financial statements in accordance with the corporate accounting standards generally accepted in Japan. This includes the establishment and operation of internal control systems that are regarded as necessary by management to ensure the preparation and fair disclosure of the non-consolidated financial statements without material misstatement due to fraudulence or errors.

In preparing the non-consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting

principles generally accepted in Japan.

Audit & Supervisory Committee are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

#### Auditor's responsibilities for the audit of the non-consolidated financial statements

The auditor's responsibility is to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the non-consolidated financial statements from an independent standpoint in an audit report, based on audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the non-consolidated financial statements.

The auditor makes professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the non-consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the non-consolidated financial statements in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the non-consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the non-consolidated financial statements including related notes, and whether the non-consolidated financial statements fairly present the transactions and accounting events on which they are based.

The auditor reports to Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan concerning independence as well as matters that are reasonably considered to have an impact on the auditor's independence and where applicable, measures taken to eliminate inhibiting factors or apply safeguards to reduce them to an acceptable level.

#### Vested interests

The audit firm and its Managing Partners have no vested interests in the Company that should be disclosed in accordance with the provisions of the Certified Public Accountants Act.

End

## Audit Report

The Audit & Supervisory Committee conducted an audit of the performance of the Directors during the 53rd fiscal year, which is from January 1 to December 31, 2025. This report explains the methods used and the results of the audit.

### 1. Auditing methods employed by Audit & Supervisory Committee Members and the Audit & Supervisory Committee and details thereof

The Audit & Supervisory Committee conducted an audit of the performance of the Board of Directors that covered resolutions of the board regarding items in Article 399 Paragraph 13-1-1 (b, c) of the Companies Act and the framework (internal control system) established based on these resolutions. The audit was conducted by receiving regular reports from Directors, employees and others about the establishment and operation of this framework, asking for explanations as needed, expressing opinions, and using the following methods.

- i) Based on Audit & Supervisory Committee standards established by this committee, we performed our duties while working with the internal audit department and in accordance with auditing policies, the division of roles and other items. We attended meetings of the Board of Directors and other important meetings, received reports from directors, employees and others about how they perform their duties, asked for explanations as needed, examined documents concerning important decisions, and examined business processes and assets at the head office and significant business sites. For audits of subsidiaries, we shared thoughts and information with directors and others at these companies and asked subsidiaries to submit business reports as needed.
- ii) Regarding the matters noted in Article 118, Item 5 (a) of the Enforcement Regulations of the Companies Act and reasons for decisions in (b) of the same Article, we have reviewed the details based on the deliberations at the Board of Directors and other meetings.
- iii) We performed oversight and confirmations concerning the independence of this auditor and the suitability of auditing activities. We also received reports concerning the performance of the accounting auditor and asked for explanations as needed. In addition, we received notice from the Accounting Auditor that “System for ensuring that duties are performed properly” (matters set forth in each item of Article 131 of the Ordinance on Accounting of Companies) is organized in accordance with the “Quality Management Standards Regarding Audits” (Business Accounting Council) and other relevant standards, and sought explanations as needed.

Based on these methods, we examined the business report and non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in equity, and notes to non-consolidated financial statements) and the related supplementary schedules, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity, and notes to consolidated financial statements), for this fiscal year.

### 2. Audit results

#### (1) Results of audit of business report and other relevant documents

- i) We confirm that the business report and the related supplementary schedules fairly represent the status of Universal Entertainment in accordance with the related laws, regulations and the Articles of Incorporation.
- ii) We have found no significant evidence of wrongful act or violation of related laws and regulations, nor the Articles of Incorporation with regard to the performance of duties by Directors.
- iii) We confirm that the resolution of the Board of Directors regarding the internal control system is proper. In addition, we have found no matters requiring remarks on the contents of the business report and the performance of Directors regarding the internal control system.
- iv) For transactions with the parent company listed in the business report, we confirm that care was exercised to prevent these transactions from having a detrimental effect on earnings. We also confirm that there are no items requiring attention concerning decisions of the Board of Directors, and reasons for those decisions, regarding whether or not these transactions had a detrimental effect on earnings.

(2) Results of audit of non-consolidated financial statements and the related supplementary schedules

We confirm that the methods and results of the audit performed by the accounting auditor, UHY Tokyo & Co., are proper.

(3) Results of audit of consolidated financial statements

We confirm that the methods and results of the audit performed by the accounting auditor, UHY Tokyo & Co., are proper.

February 25, 2026

Audit & Supervisory Committee, Universal Entertainment Corporation

Full-time Audit & Supervisory Committee Member	Kuninobu Okuda
Audit & Supervisory Committee Member	Makoto Suzuki
Audit & Supervisory Committee Member	Akiyoshi Kaneko

- Notes
1. Audit & Supervisory Committee Members Kuninobu Okuda, Makoto Suzuki and Akiyoshi Kaneko are Non-executive Directors as defined by Paragraph 15, Article 2 and Paragraph 6, Article 331 of the Companies Act.
  2. In accordance with a proposal approved at the Extraordinary Shareholders Meeting held on July 23, 2025, Universal Entertainment changed its corporate governance structure from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee. The audit for the period from January 1 to July 23, 2025, was based on information received from the former Audit & Supervisory Board.

End