FASF MEMBERSHIP

August 24, 2026

Company name: i-mobile Co., Ltd.
Representative: Tetsuya Noguchi, Representative Director, CEO and Senior Executive Officer
Securities code: 6535, Tokyo Stock Exchange
Inquiries: Yasuhiro Fumita, Executive Managing Director and Senior Executive Officer, CFO, General Manager of the Corporate General Headquarters
TEL: +81-(0)3-5766-7230
E-mail: imir@i-mobile.co.jp

Notice Regarding Issuance of the Second Series of Share Acquisition Rights with Monetary Consideration through Third-Party Allotment

i-mobile Co., Ltd. (the "Company") hereby announces that it has resolved, at a meeting of its Board of Directors held on August 24, 2026, to issue its Second Series of Share Acquisition Rights with monetary consideration (the "Share Acquisition Rights"). The details are described below. The Share Acquisition Rights will be issued to the allottee for monetary consideration at fair value and therefore will not constitute an issuance on terms particularly advantageous to the allottee. Accordingly, the issuance will be carried out without obtaining approval at a general meeting of shareholders.

I. Purpose of and Reasons for the Issuance

The Company aims to achieve sustainable profit growth and enhance its corporate value over the medium to long term by further strengthening the profitability of its existing businesses and actively investing in new growth areas. The Share Acquisition Rights are intended to further demonstrate management's commitment to achieving these goals and to align management's economic interests with those of shareholders, by having those responsible for management invest their own funds and assume economic risk. Accordingly, the Share Acquisition Rights will be issued to T-net Co., Ltd. ("T-net"), an asset management company all of whose issued shares are held by Toshihiko Tanaka ("Mr. Tanaka"), Representative Director, Chairman of the Company, as the allottee. The reasons for the issuance of the Share Acquisition Rights and the key features of their design are as follows.

(1) Issuance for Monetary Consideration at Fair Value and Assumption of Risk by the Allottee
The Share Acquisition Rights will not be granted free of charge: T-net will subscribe for them by paying, with its own funds, an amount equal to their fair value as calculated by Plutus Consulting Co., Ltd., an independent third-party valuation firm. Rather than granting share acquisition rights free of charge or directly delivering shares, the Company has chosen to issue the Share Acquisition Rights for monetary consideration, an arrangement under which the amount paid may be lost if, for example, the exercise conditions are not met. This design ensures that the allottee seeks to enhance the Company's corporate value while bearing economic risk. The economic risks associated with T-net's subscription for the Share Acquisition Rights, and the economic benefits if the exercise conditions are met, will, in substance, be attributable to Mr. Tanaka as T-net's sole shareholder. The Company will neither reimburse T-net for the amount paid nor provide it with any financial assistance or compensation for losses.

(2) Exercise Conditions Requiring Achievement of High-Performance Targets and Share Price Levels
Exercise of the Share Acquisition Rights requires achievement of the performance and share price levels that the Company has set as its future targets, and the number of rights that may be exercised increases in stages according to the level achieved. Exercise of all of the Share Acquisition Rights requires business performance that further exceeds the level set by the Company as its target. T-net's decision to subscribe using its own funds under these demanding exercise conditions demonstrates, through the assumption of economic risk, Mr. Tanaka's determination, in his management role, to work continuously to enhance corporate value over the medium to long term. Through the issuance of the Share Acquisition Rights, the Company intends for Mr. Tanaka and its shareholders to share the economic benefits of higher share prices and improved business performance.

(3) Consideration for the Impact on Existing Shareholders

The total number of the Company's ordinary shares to be delivered if all of the Share Acquisition Rights were exercised would be 3,000,000, representing 5.16% of the Company's total number of issued shares of 58,147,188 as of August 24, 2026. Although exercise of the Share Acquisition Rights may dilute the ownership interests and voting rights of existing shareholders, the Company plans, in principle, to deliver treasury shares already held by the Company upon exercise of the Share Acquisition Rights, thereby minimizing any increase in the total number of issued shares due to the issuance of new shares and mitigating the impact on existing shareholders.

In addition, the Share Acquisition Rights are subject to exercise conditions consisting of either a combination of certain performance targets and share price levels or the achievement of a higher performance target, and are designed to become exercisable only when these conditions are met. As the Company believes that the achievement of these conditions will contribute to enhancing its corporate and shareholder value, it recognizes that the issuance of the Share Acquisition Rights may also benefit its existing shareholders.

Furthermore, on the same date as the issuance of the Share Acquisition Rights, the Company also resolved to issue its Third Series of Share Acquisition Rights with monetary consideration and its Fifth Series of Share Acquisition Rights without monetary consideration as part of employee incentive plans. The details of these issuances have been disclosed separately. If all three series of share acquisition rights were exercised in full, the total number of the Company's ordinary shares to be delivered would be 3,435,000, representing 5.91% of the total number of issued shares. Given that each series is subject to exercise conditions, including the achievement of performance targets, the Company believes that the scale of dilution from these rights is within a reasonable range.

The Company also recognizes that reducing dependence on a specific individual shareholder and maintaining and improving the liquidity of its shares continue to be important issues for the Company. The Company believes that demonstrating management's commitment through the Share Acquisition Rights can be pursued over the medium to long term alongside its efforts to address these issues.

II. Terms of Issuance of the Share Acquisition Rights

* Certain provisions of the terms of issuance have been omitted from this section.

1. Number of Share Acquisition Rights

30,000 units

The total number of shares that may be delivered upon exercise of the Share Acquisition Rights shall be 3,000,000 ordinary shares of the Company.

2. Method of Offering or Allotment (Scheduled Allottee)

All of the Share Acquisition Rights shall be allotted to T-net Co., Ltd. through a third-party allotment.

3. Issue Price of the Share Acquisition Rights, Method of Calculation, and Reasons for Determination

The issue price shall be 1,600 yen per share acquisition right (16 yen per share underlying the Share Acquisition Rights).

4. Details of the Share Acquisition Rights

(1) Class and number of shares underlying the Share Acquisition Rights

The number of shares underlying each share acquisition right (the "Number of Granted Shares") shall be 100 ordinary shares of the Company.

(2) Value of the property to be contributed upon exercise of the Share Acquisition Rights or the method of its calculation

The value of the property to be contributed upon exercise of the Share Acquisition Rights shall be the amount obtained by multiplying the paid-in amount per share (the "Exercise Price") by the Number of Granted Shares.

The Exercise Price shall be 515 yen, equal to the closing price of the Company's ordinary shares in regular trading on the Prime Market of the Tokyo Stock Exchange on August 21, 2026, the trading day immediately preceding the date of the resolution of the Board of Directors for the issuance.

(3) Period during which the Share Acquisition Rights may be exercised

The period during which the Share Acquisition Rights may be exercised (the "Exercise Period") shall commence on the later of (i) the first day of the month following the filing date of the annual securities report for the fiscal year ending July 31, 2030 and (ii) the day following the conclusion of the annual general meeting of shareholders for that fiscal year, and shall end on September 9, 2032.

(4) Restriction on acquisition of the Share Acquisition Rights by transfer

Any acquisition of the Share Acquisition Rights by transfer shall require approval by resolution of the Board of Directors of the Company.

(5) Conditions for exercise of the Share Acquisition Rights

(i) A person to whom the Share Acquisition Rights are allotted (the "Holder") may exercise the Share Acquisition Rights it holds up to the exercisable number of units set forth below.

The fiscal years ending July 31, 2029 and July 31, 2030 shall be the fiscal years subject to evaluation (each, an "Evaluation Fiscal Year"). The exercisable number of units shall be determined as set forth below, according to the combination of the level of adjusted consolidated operating profit for each Evaluation Fiscal Year and the satisfaction of the share price conditions set forth below.

"Adjusted consolidated operating profit" means the consolidated operating profit reported in the consolidated statement of income included in the Company's annual securities report (or, if the Company does not prepare a consolidated statement of income, the operating profit reported in its statement of income; the same shall apply hereinafter), plus the amount recognized for the relevant fiscal year as share-based compensation expense in connection with the Share Acquisition Rights, the Company's Third Series of Share Acquisition Rights with monetary consideration, and the Company's Fifth Series of Share Acquisition Rights without monetary consideration (i.e., operating profit before deduction of such share-based compensation expense).

A share price condition for each level set forth below shall be deemed to have been satisfied if the closing price of the Company's ordinary shares in regular trading on the Tokyo Stock Exchange (the "Closing Price") reaches or exceeds that level at least once during the period from August 1, 2026 to the filing date of the annual securities report for the fiscal year ending July 31, 2030.

If adjusted consolidated operating profit for any Evaluation Fiscal Year is 4.5 billion yen or more, and:
- the Closing Price has reached 1,000 yen or higher at least once: 12,000 units
- the Closing Price has reached 850 yen or higher at least once: 10,000 units
- the Closing Price has reached 700 yen or higher at least once: 7,500 units
- the Closing Price has reached 550 yen or higher at least once: 4,500 units

If adjusted consolidated operating profit for any Evaluation Fiscal Year is 4.8 billion yen or more, and:
- the Closing Price has reached 1,000 yen or higher at least once: 15,000 units
- the Closing Price has reached 850 yen or higher at least once: 12,000 units
- the Closing Price has reached 700 yen or higher at least once: 10,000 units
- the Closing Price has reached 550 yen or higher at least once: 7,500 units

If adjusted consolidated operating profit for any Evaluation Fiscal Year is 5.3 billion yen or more, and:
- the Closing Price has reached 1,000 yen or higher at least once: 25,000 units
- the Closing Price has reached 850 yen or higher at least once: 24,000 units
- the Closing Price has reached 700 yen or higher at least once: 21,000 units
- the Closing Price has reached 550 yen or higher at least once: 15,000 units

Notwithstanding the foregoing, if adjusted consolidated operating profit for any Evaluation Fiscal Year is 5.8 billion yen or more, the Holder may exercise all of the Share Acquisition Rights it holds, regardless of whether any share price condition has been satisfied.

Adjusted consolidated operating profit shall be assessed for each Evaluation Fiscal Year, and the share price condition at the highest level achieved shall apply; the final exercisable number of units shall be the largest number among the applicable combinations, and the numbers for the respective combinations shall not be cumulative.

If none of the foregoing conditions is satisfied, the Holder may not exercise the Share Acquisition Rights.

(ii) The Holder may exercise the Share Acquisition Rights only if Toshihiko Tanaka (the "Subject Person"), who serves as Representative Director of T-net Co., Ltd., the allottee, and as Representative Director, Chairman of the Company, has continuously held a position as director, executive officer, or any position equivalent thereto of the Company or its subsidiaries until the conclusion of the annual general meeting of shareholders for the fiscal year ending July 31, 2030. If the Subject Person loses such position before the conclusion of that annual general meeting of shareholders due to retirement, resignation, or any other reason, the Holder may not exercise the Share Acquisition Rights; provided, however, that this shall not apply where the Board of Directors of the Company determines that there is a justifiable reason.

5. Allotment Date of the Share Acquisition Rights

September 9, 2026

6. Payment Date for the Share Acquisition Rights

October 9, 2026

III. Reasons for Selection of the Allottee, Etc.

1. Overview of the Scheduled Allottee

(1)	Name	T-net Co., Ltd.
(2)	Location	11-24 Sarugakucho, Shibuya-ku, Tokyo
(3)	Name and title of representative	Toshihiko Tanaka, Representative Director
(4)	Business description	Trading, administration, and investment management of securities
(5)	Share capital	10,000 yen
(6)	Date of establishment	December 3, 2012
(7)	Number of issued shares	1 share
(8)	Fiscal year-end	November
(9)	Number of employees	1
(10)	Major business partners	Not applicable
(11)	Main bank	MUFG Bank, Ltd.
(12)	Major shareholders and shareholding ratio	Toshihiko Tanaka: 100%
(13)	Relationship between the parties	Capital relationship: T-net is the largest shareholder of the Company. Personnel relationship: Toshihiko Tanaka, Representative Director, Chairman and Senior Executive Officer of the Company, serves as Representative Director of T-net. Business relationship: There are no business relationships between the Company and T-net that require disclosure. There are also no notable business relationships between the related parties or subsidiaries and associates of the Company, and those of T-net. Status as a related party: T-net is a company in which Toshihiko Tanaka, Representative Director, Chairman and Senior Executive Officer of the Company, holds 100% of the voting rights, and is therefore a related party of the Company.

(14) Operating results and financial position for the last three fiscal years

(Millions of yen, unless otherwise specified)

Fiscal year ended	November 30, 2023	November 30, 2024	November 30, 2025
Net assets	821	1,145	1,412
Total assets	7,878	8,554	8,828
Net assets per share	821	1,145	1,412
Net sales	535	530	643
Operating profit	240	383	400
Ordinary profit	245	385	396
Net income	185	324	266
Net income per share	185	324	266
Dividend per share	–	–	–

* The scheduled allottee is the largest shareholder of the Company. The Company has confirmed through interviews that neither the scheduled allottee nor any of its officers or major shareholders (major investors) have any relationships whatsoever with antisocial forces. The Company has submitted a written confirmation to that effect to Tokyo Stock Exchange, Inc.

2. Reasons for Selecting the Scheduled Allottee

The reasons for selecting T-net as the scheduled allottee are as follows.

(1) Economic alignment with the person bearing management responsibility

The Share Acquisition Rights will be issued for monetary consideration and will be subject to exercise conditions linked to the Group's business performance and the Company's share price. The Company believes that, to fulfill the purpose of the Share Acquisition Rights, it is appropriate for the allottee to be an entity whose economic interests are aligned with those of Mr. Tanaka, who bears management responsibility. T-net is an asset management company all of whose issued shares are held by Mr. Tanaka and has long held the Company's shares as the Company's largest shareholder. Accordingly, after comprehensively considering the purpose of the Share Acquisition Rights, the exercise conditions, T-net's track record of holding the Company's shares and its holding policy, its financial capacity to fund the subscription, and other relevant factors, the Company selected T-net as the scheduled allottee.

The Company chose T-net rather than Mr. Tanaka personally as the allottee because ownership of the Company's shares is concentrated in T-net. The Company determined that allotting the rights to T-net would facilitate medium- to long-term shareholding under a stable ownership structure less susceptible to Mr. Tanaka's personal circumstances. As the economic risks borne by T-net and the economic benefits arising from the exercise of the Share Acquisition Rights are, in substance, both ultimately attributable to Mr. Tanaka, the Company believes that the purpose of the Share Acquisition Rights—demonstrating management's commitment—will be achieved in the same manner as if the rights were allotted to Mr. Tanaka personally.

For these reasons, the Company has determined that selecting T-net as the scheduled allottee of the Share Acquisition Rights will contribute to enhancing the Company's corporate value and the value of its shares and will serve the interests of existing shareholders.

(2) Fairness of the terms of issuance
The paid-in amount for the Share Acquisition Rights is equal to their fair value as calculated by Plutus Consulting Co., Ltd., a third-party valuation firm independent of both the Company and the allottee, using the Monte Carlo simulation, a commonly used option pricing model. In addition, the Exercise Price is equal to the closing price on the trading day immediately preceding the date of the Board of Directors' resolution concerning the issuance. Accordingly, the Company has determined that the issuance of the Share Acquisition Rights does not constitute an issuance on terms particularly advantageous to the allottee.

(3) Measures to ensure fairness in the decision-making process
Mr. Tanaka, who has a special interest in relation to the allottee, did not participate in the deliberation or resolution of the Board of Directors concerning the issuance of the Share Acquisition Rights. In addition, although neither T-net nor Mr. Tanaka is a controlling shareholder of the Company, the Company, in consideration of potential conflicts of interest and to ensure the fairness and transparency of the procedures for the issuance of the Share Acquisition Rights, has obtained opinions from both the Independent Outside Directors Advisory Committee and the Audit & Supervisory Committee that the issuance of the Share Acquisition Rights is not disadvantageous to minority shareholders. In forming their respective opinions, the committees comprehensively considered the purpose of and necessity for the issuance of the Share Acquisition Rights, the fairness of the terms of issuance, the impact on existing shareholders, the measures to avoid conflicts of interest, including Mr. Tanaka's non-participation in the deliberation and resolution, and the potential contribution of the issuance to enhancing the Company's corporate value over the medium to long term.

The Share Acquisition Rights will be issued to the subscriber for monetary consideration at fair value, based on the valuation results provided by Plutus Consulting, a third-party valuation firm independent of both the Company and the scheduled allottee. As the issuance will not be on terms particularly advantageous to the subscriber, it will be carried out without obtaining approval at a general meeting of shareholders. In making this determination, all three Directors serving as Audit & Supervisory Committee Members who attended the meeting of the Board of Directors concerning the issuance of the Share Acquisition Rights expressed the opinion that the paid-in amount does not constitute a particularly advantageous amount and that the issuance is lawful.

3. Holding Policy of the Scheduled Allottee

Although there is no specific agreement between the Company and T-net, the scheduled allottee, with respect to its holding policy, T-net is the largest shareholder of the Company, and the Company has confirmed orally that T-net intends to hold the Company's ordinary shares acquired through the exercise of the Share Acquisition Rights over the medium to long term. The Company also believes that T-net's holding of those shares as an asset management company will help maintain a stable ownership structure that is less susceptible to personal circumstances and support management from a long-term perspective.

4. Confirmation of the Existence of Assets Required for Payment by the Scheduled Allottee

The Company has received from T-net a written representation and warranty that it has sufficient funds to make the payment for the subscription. In addition, the Company has received an explanation of T-net's recent financial condition and reviewed a copy of its bank account passbook, and has thereby confirmed the existence of the assets required for the payment.

Based on the foregoing, the Company has determined that the scheduled allottee has the funds required to pay the total issue price of the Share Acquisition Rights.

5. Matters Concerning the Procedures Required by the Corporate Code of Conduct

Under Rule 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, this financing requires neither an opinion from an independent third party nor procedures to confirm shareholders' intentions, because (i) the dilution ratio is less than 25% and (ii) it does not involve a change in the controlling shareholder (no change in the controlling shareholder is expected even if all of the Share Acquisition Rights are exercised).