



December 15, 2025

To whom it may concern:

Company name: Forum Engineering Inc.
(Securities code: 7088; TSE Prime Market)
Representative: Tsutomu Sato,
Representative Director, President and CEO
Inquiries: Nobuyuki Chiba,
Senior Executive Officer
Public Relations and Investor Relations
Department
(TEL: 03-3560-5505)

Notice Regarding the Establishment of Record Date for Convening an Extraordinary General Meeting of Shareholders

The Board of Directors of Forum Engineering Inc. (the “Company”) hereby announces that the Company resolved to establish a record date for the purpose of convening an Extraordinary General Meeting of Shareholders scheduled to be held in late February 2026 (the “Extraordinary General Meeting”), pursuant to Article 124, Paragraph 1 of the Companies Act of Japan (Act No. 86 of 2005, as amended; the same shall apply hereinafter), as outlined below.

1. Record Date for the Extraordinary General Meeting and Related Matters

To determine the Shareholders eligible to exercise voting rights at the Extraordinary General Meeting, the Company has designated Wednesday, December 31, 2025 as the record date (the “Record Date”). Shareholders recorded in the Company’s shareholder registry as of the end of that day shall be entitled to exercise voting rights at the Extraordinary General Meeting.

Public notice regarding the Record Date will be made as follows:

- (1) Record Date: Wednesday, December 31, 2025
- (2) Public Notice Date: Monday, December 16, 2025
- (3) Method of Public Notice: Electronic public notice (to be posted on the Company’s website)

<https://www.forumeng.co.jp/publicnotice/>

2. Date, Agenda Items, etc. of the Extraordinary General Meeting

As stated in the Company’s press releases dated November 10, 2025 titled “Notice Concerning Opinion in Favor of, and Recommendation to Tender in the Tender Offer for the Company’s Shares, Etc. by KJ003 Co., Ltd.” and “Notice Concerning the Planned Tender Offer for Own Shares,”

KJ003 Co., Ltd. (the “Tender Offeror”) indicates that it intends to conduct a series of transactions (the “Transaction”) aimed at acquiring all of the Company’s common shares (the “Company Shares”) - including those to be issued upon exercise of the share options (the “Share Options”) described in Note 1 below (collectively, the “Company Securities”), but excluding treasury shares held by the Company - and all of the Share Options, for the purpose of taking the Company private. The Transaction consists of: (I) the tender offer for the Company Securities by the Tender Offeror (the “Tender Offer”), (II) securing funds and distributable amounts to implement the tender offer for Company’s own shares (the “Tender Offer for Own Shares”; the Tender Offer and the Tender Offer for Own Shares are collectively referred to as the “Two Tender Offers”), for the purpose of acquiring Company Shares owned by the Shareholders of the Company, including La

Terre Holdings Co., Ltd. (“La Terre Holdings”) as the Company’s major shareholder and largest shareholder; (i) amendment to the Articles of Incorporation concerning the establishment of Class A Shares (Note 2) (“Amendment to Articles of Incorporation”), (ii) a capital increase by a third-party allotment of said Class A Shares with the Tender Offeror as the subscriber (“Third-Party Allotment Capital Increase”) (Note 3), a loan from the Tender Offeror to the Company, or an issuance of corporate bonds by the Company to the Tender Offeror (Note 4), and (iii) a reduction in the Company’s stated capital and capital reserves pursuant to Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the same shall apply hereinafter.) (“Capital Reduction”) (Note 5), and (III) Tender Offer for Own Shares, (IV) a series of procedures (“Squeeze-Out Procedure”) to make the Tender Offeror the sole shareholder of the Company (excluding the Company itself) through the consolidation of the Company’s stock pursuant to Article 180 of the Companies Act (the Share Consolidation) to be implemented if the Tender Offeror, despite the completion of the Tender Offer, has not acquired all of the Company’s Shares, etc. (including the Company’s Stock to be delivered upon exercise of the Share Options, but excluding treasury shares owned by the Company). After the completion of the Two Tender Offers, the Tender Offeror intends to implement the Squeeze-Out Procedure using the following method.

Specifically, the Tender Offeror intends for the Company to convene the Extraordinary General Meeting after settlement of the Tender Offer and before the commencement date of the Tender Offer for Own Shares, for the purpose of obtaining shareholder approval for resolutions including the Share Consolidation and the related amendment to abolish the provisions on unit share numbers, the Amendment to Articles of Incorporation, the Third-Party Allotment, and the Capital Reduction.

In anticipation that such a request may be made, the Company has resolved to establish the Record Date in advance, so that the Extraordinary General Meeting can be convened should it become necessary. If the Extraordinary General Meeting is to be convened, the Company will separately announce details including the date, venue, and agenda items as soon as they are determined.

Conversely, if the Tender Offer is not successfully completed, the Company does not plan to convene the Extraordinary General Meeting and does not intend to use the Record Date.

(Note 1) “Share Options” include the following:

- (i) The first series share options issued based on a resolution of the Company’s board of directors meeting held on March 22, 2017 (exercise period: from March 24, 2019 through March 22, 2027)
- (ii) The second series share options issued based on a resolution of the Company’s board of directors meeting held on June 26, 2018 (exercise period: from June 28, 2020 through June 26, 2028)
- (iii) The third series share options issued based on a resolution of the Company’s board of directors meeting held on June 25, 2019 (exercise period: from June 27, 2021 through June 25, 2029)

(Note 2) The Class A Shares issued by the Company that the Tender Offeror intends to acquire are non-voting shares. Those shares are not expected to include either an acquisition clause for which shares or cash is consideration (right of the Company to acquire the Class A Shares from the Shareholders of the Class A Shares in exchange for shares or cash) or an acquisition right for which shares or cash is consideration (right of the holder of the Class A Shares to request that the Company acquire the Class A Shares in exchange for shares or cash). Regarding the distribution of surplus dividends and residual assets, they are expected to rank equally with the common shares

(Note 3) The reason why the Class A Shares subscribed for by the Tender Offeror carry no voting rights is to prevent dilution of the voting rights attached to the Company’s Shares.

(Note 4) Since the Tender Offeror is not a money lender under the Money Lending Business Act (Act No. 32 of 1983), if lending by the Tender Offeror to the Company is not permitted under applicable laws and regulations, it is anticipated that the Company will issue corporate bonds to the Tender Offeror.

(Note 5) According to the Tender Offeror, in the Capital Reduction, the Company’s stated capital and capital reserves will be reduced and transferred to other capital surplus.

End