CELM

FY2026.3 Q2
Financial Results Presentation

CELM Inc. |TSE Standard:7367

November 12, 2025

More human, more powerful.

INDEX

01

Consolidated Financial Results for FY2026.3 Q2

Highlights of FY2026.3 H1 Consolidated Financial Results

- Major projects in the Organizational & Leadership Development segment, which are typically executed in the third quarter, were received ahead of schedule in the second quarter this fiscal year. As a result, both consolidated net sales and all profit levels reached record highs for the first half.
- Initiatives to strengthen our organization, such as wage increases, were implemented from the beginning of the fiscal year. In the second half, we will further accelerate recruitment initiatives aimed at reinforcing our internal structure, continuing to strike a balance between growth investments and earnings expansion

	25.3	26.3	
(Unit：million yen)	H1	H1	YoY
Net Sales	3,542	5,031	+42.0%
EBITDA(1)	635	960	+51.2%
Operating Profit	483	710	+46.9%
Ordinary Profit	470	687	+46.0%

Note：(1)EBITDA = Operating profit + Depreciation + Amortization of goodwill + Share-based payment expenses

（Reference）Seasonality of CELM（Busy/Slow）

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- “Executive/Middle” : Management team policy will be fixed at the general shareholders' meeting, and numerous organizational and human resource development projects are in full swing, starting around October, the season for middle managers to be promoted
- “First Career”:　Projects related to the entry of new graduates are concentrated in April and May.
- ”Multilingual Support”: KYT's client portfolio includes many foreign companies. Important decisions associated with global headquarters tend to be concentrated in Q3, just before the fiscal year ends at the end of December

Category	Area	Q1（Apr-June）	Q2（Jul-Sep）	Q3（Oct-Dec）	Q4（Jan-Mar）
Organizational & Talent Development	Executive/ Middle	Slow	Ordinary	Busiest	Ordinary
	First Career	Busiest	Slow	Ordinary	Slow
Stakeholder Relations	Multilingual Support	Ordinary	Ordinary	Busiest	Slow

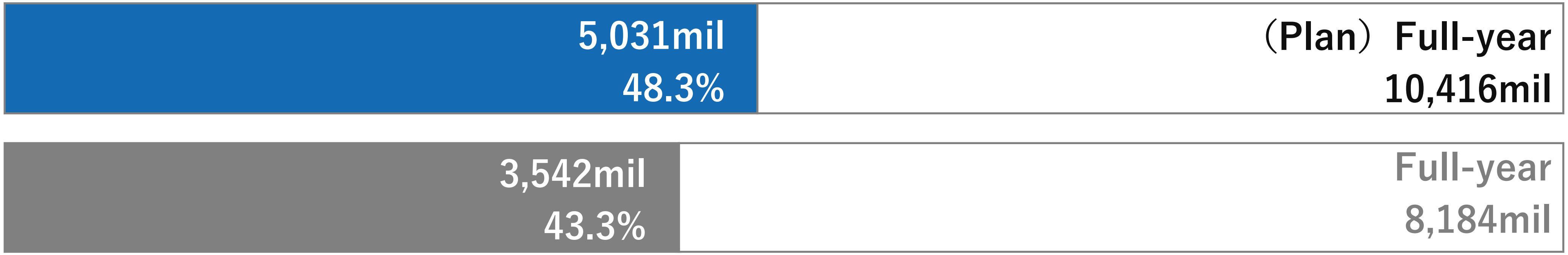
Progress of Net Sales and EBITDA for FY2025.3 H1 against Full -Year Plan

- In the Organizational & Leadership Development business, sales that are typically concentrated in the third quarter were more evenly distributed across quarters this fiscal year, with a significant portion of orders brought forward into the second quarter. As a result, revenue and profit have progressed at a faster pace than in prior years. However, sales recognition for the fiscal year is expected to be more evenly spread across quarters, with less concentration in the third quarter compared to previous years.
- While the Company absorbed an increase in selling, general and administrative expenses associated with growth investments such as wage hikes implemented from the beginning of the fiscal year, progress in mid-career hiring and other initiatives remained modest in the first half. The Company plans to continue these growth investments in the second half. Full-year forecasts for revenue and all profit levels remain unchanged from the initial plan.

Progress of net sales

26.3
H1 Actual

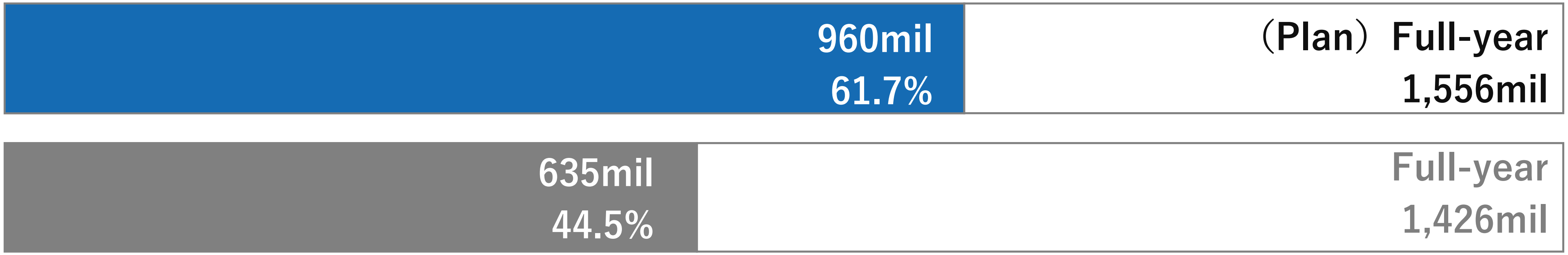
25.3
H1 Actual



Progress of EBITDA

26.3
H1 Actual

25.3
H1 Actual



Quarterly Seasonality and SG&A

- **While absorbing non-cash expenses associated with goodwill amortization following the consolidation of KYT Inc., as well as increased SG&A expenses resulting from growth investments, the Company continues to achieve steady EBITDA growth as key management priority.**

（Unit: million yen）	25.3				26.3	
	Q1	Q2	Q3	Q4	Q1	Q2
Net Sales	1,624	**1,917**	2,344	2,298	2,269	**2,761**
EBITDA[1]	293	**341**	570	220	380	**579**
EBITDA margin（%）	*18.1%*	***17.8%***	*24.3%*	*9.6%*	*16.8%*	***21.0%***
SG&A	671	**714**	742	1,023	905	**911**
Sales Ratio（%）	*41.3%*	***37.3%***	*31.7%*	*44.6%*	*39.9%*	***33.0%***

Note：(1)EBITDA = Operating profit + Depreciation + Amortization of goodwill + Share-based payment expenses

Segment Sales and Profit

- **[Organizational & Talent Development]:In the aptitude assessment and predictive analytics domain, which was integrated into the CELM Group in January 2024, order intake has remained strong, supported by robust client demand. In the executive and middle-management development segments, numerous projects that would normally be executed in the third-quarter peak season have already commenced in the first half of the year.**

- **[Stakeholder Relations]: Leveraging the resources of the CELM Group, the Company has been implementing a range of post-merger integration (PMI) initiatives for KYT Inc., which joined the Group, over the course of the current fiscal year.**

(Unit: million yen)		26.3H1	YoY
Organization & Talent Development	Segment net sales	3,798	＋7.2%
	(Executives & Middle)	2,875	＋7.4%
	(First Career)	821	＋5.5%
	(Competency Assessment)	101	＋16.7%
	Segment profit	839	＋17.8%
Stakeholder Relations	Segment Sales (Multilingual Support)	1,232	N/A
	Segment Profit (Multilingual Support)	95	N/A

Note: (1) CELM's sales as non-consolidated figure

Progress of Key KPIs

		26.3 (Plan)	(Unit)	Comment on progress as of FY26.3 H1
1	"OTD/Executive & Middle Area" # of Client groups with annual sales over 0.1bil[1]	17	Clients	Plans will be reviewed in detail during Q3 (October–December), our busiest season.
2	"OTD/Executive & First Career Area" # of Clients with annual sales over 10mil	34	Clients	For the full year, the Company expects to work with approximately 32 to 34 client companies in total, of which 13 to 14 are projected to generate sales exceeding 20 million. Relationships with existing clients have also been steadily deepening.
3	"SR/Multilingual Support Area" # of KYT employees	60	Employees	Following the group integration, mid-career recruitment aligned with the newly defined talent requirements is expected to commence in full scale from the second half of the fiscal year. However, amid the increasingly competitive environment for mid-career hiring, the Company is reassessing the initially planned mix of employment types—regular employees, fixed-term contracts, temporary staff, and outsourced personnel—as well as the desired candidate profiles, seniority levels, and functional areas. Consequently, the final composition may differ from the original plan.
4	EBITDA per employee	5.6-5.8	Million Yen	Plans will be reviewed in detail during Q3 (October–December), our busiest season.

Note: (1) CELM's sales as non-consolidated figure

Grow with Discipline: M&A Acceleration through Net Debt /EBITDA ≦2.5x

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	Indicator	Deadline/ Effective Period	Status
Final Target	ROE ≧ 25%	End of FY29.3	Ultimate shareholder-value KPI for balancing “offense” and “defense”
CLEAR Short	Equity Ratio ≧ 40% (As of 25.3：36.9%) (As of 25.9：40.0%)	Within FY26.3	Setting a short-term equity-ratio recovery line (while allowing a temporary dip below 40 % at the next M&A event)
Mid-to Long	Net Debt / EBITDA ≦ 2.5x (As of 25.3：below 1.0x)	From FY26.3	Monitoring of financial leverage
M&A	Total M&A Investment ＝ 5bil	FY26.3-29.3	Cap on aggregate M&A investment capacity following the KYT acquisition

Grow with Discipline: Two M&A Focus Area

- Our business model is split into two pillars
  - “Platforms” that leverage an external expert network to provide continuous, side-by-side support to large-enterprise clients (CELM Inc./First Career for executives, middle managers, and young professionals, and KYT for multilingual enablement)
  - “B2B solutions” that deliver cutting-edge problem-solving methods to the customer base cultivated through platform support (Human Strategies Japan Inc., which provides data-driven solutions in the aptitude-prediction domain)
- **M&A focus areas:** #1: development of a platform-type business in a third segment following the Organization & Talent Development business and the Stakeholder Relations business; #2 deployment of cutting-edge B2B solutions on top of the existing platform business base

	“Platform Business w/ External Knowledge Network”	“Cutting-edge, niche B2B Solution”
Organization & Talent Development	CELM / FIRST CAREER: “An organizational- and talent-development platform powered by a high-end network of ex-strategy-firm partners, former listed-company CXOs, exit-proven entrepreneurs, and academic/policy leaders.”	Human Strategies Japan: A B2B solution that drives organizational strategy—spanning hiring, placement, and high-potential selection—through data-driven aptitude insights. M&A Focus Area #2 (Full-time consultant–driven, headcount-hour-based models and traditional training businesses does not fit well with our asset-light strategy and will be excluded.”
Stakeholder Relations	KYT: “A multilingual-enablement platform that supports global leading companies by mobilizing ≈2,600 external specialists across some 30 languages.”	
“Third Segment”	M&A Focus Area #1	

Grow with Discipline:
Our M&A “Five Walk-Away Guidelines“

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01 | Purpose Alignment

We pursue only those themes that unlock the potential of people & organizations and are fully aligned with our purpose and culture.

02 | Synergy Clarity

If we cannot credibly realize synergies or execute PMI with our own capabilities, we walk away, however enticing the target may seem.

03 | Entry-Price Discipline

Because value creation starts with the purchase price, “no - overpaying for goodwill” is the core of our accountability.

04 | Profit Contribution Certainty

We rule out bail-out or loss-making deals and insist on a clear timetable and magnitude for profit accretion.

05 | Key-Person Dependency

We avoid acquisitions whose value would evaporate if a single key individual left, no matter how attractive they look on the surface.

02

Appendix

ヒューマネスの力で、
ビジネスをより「らしく」、
より「いきいき」と。

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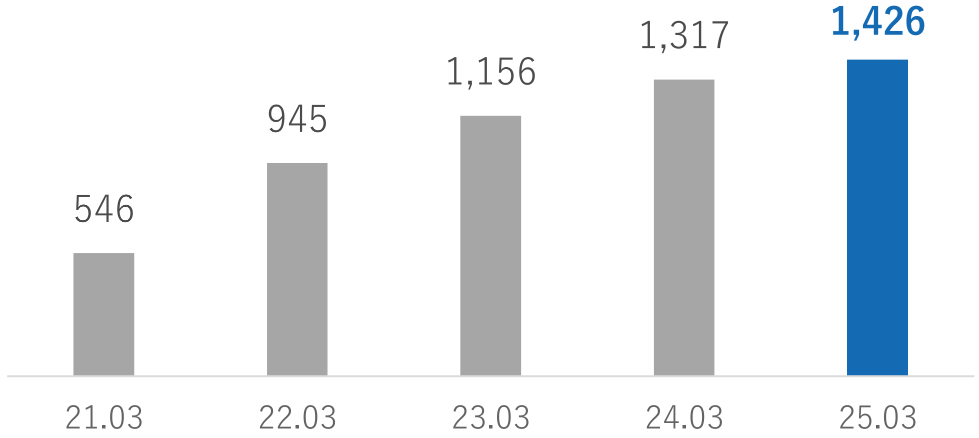
Company Outline

Outline

- **Name** CELM Inc.
- **Business** Comprehensive support for HR & Organizational Development tailored to business and management strategies
- **Establishment** November 01, 2016 (Founded on November 22/,995)
- **Head Office** Ebisu, Shibuya-ku, Tokyo

EBITDA(1) grew at a pace of approximately 27% CAGR since listing

Unit: million yen



Note：(1)EBITDA＝Operating profit＋Depreciation ＋Amortization of goodwill＋Share-based payment expenses

Establishment	MBO	IPO	Market changes	M&A No.1	M&A No.2
1995	2016	2021	2022	2024	
December Founded in Chuo-ku, Tokyo (Founders: Y. Matsukawa & T. Isono)	November CELM Group and Partners, Inc. served as a wholly owing company to merge CELM Group Holdings, Inc. and CELM, Inc., and then renamed as CELM, Inc. (President and CEO: T.Kashima)	April Listed on JASDAQ of Tokyo Stock Exchange (securities code: 7367)	April Transition to the Standard Market of the Tokyo Stock Exchange	January Human Strategies Japan Turned Human Strategies Japan, a company that provides solutions related to human resource evaluation and training, into a wholly owned subsidiary	December KYT Turned KYT, a multilingual support assistant company for leading global companies, into a wholly-owned subsidiary

Change of Business Categories

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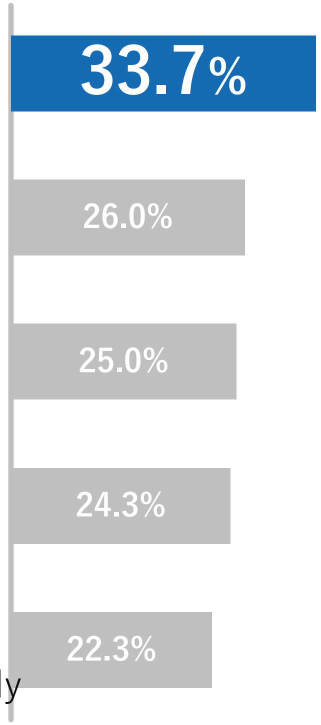
Business Category	Area	Outline	Company
1 Organizational & Talent Development		Comprehensive support for organizational and talent development based on management philosophy and strategy	
	Executive/ Middle Management	Addressing organization and human resource development challenges specific to individual companies, we collaborate with external professionals with experience in corporate management and consulting firms to provide tailor-made solutions that combine various external insights. • Establishing a foundation for the development and monitoring of succession plans for executive leadership (CEO/board members, etc.) • Executive mentoring for current board members and other executives • Support for the dissemination of corporate philosophy and vision and corporate culture reform • Organizational development and talent cultivation support targeting middle management • Organizational and talent development support for subsidiaries in ASEAN and China	CELM Inc. CELM Shanghai CELM ASIA Pte. Ltd
	First Career	Organization building and human resource development support for young professionals in their first career stage (from job offer to five years after joining the company)	First Career
	Competency Assessment	Support for organizational strategy based on visualized aptitude data in a wide range of situations, including recruitment, placement, and promotion of high-potential personnel.	Human Strategies Japan
2 Stakeholder Relations		Providing support to deepen relationships with key stakeholders and enhance corporate value through a combination of “opportunities” and “strategies.”	
	Multilingual Support	Simultaneous interpretation, consecutive interpretation, and translation services for global companies	KYT

"Management issues" and "strategies related to HR and organizations" are inherently related, and many companies recognize the **difficulty of linking the two.**

Difficulty linking with real business strategy

Many companies have problems incorporating business issues into HR strategies (1)

- **No linkage between HR strategy and management strategy**
- Organizational **decision making takes time**
- **HR system is not flexible** enough to utilize detailed HR data
- Managers have **low skills in guiding and training** workplace members
- **HR information that needs to be collected and managed** is increasing so much that it is difficult to accurately understand



Various challenges

Many challenges to overcome before incorporating them into HR and organizational strategies

? Solving such issues requires clear definitions

There are many company-specific factors that cannot be generalized. It is especially difficult to identify the problems of large companies due to their complex business structures

? Identifying the complex business issues of each specific company

Even if issues were identified, it is still difficult to decide on appropriate policies to address them

? Implementing specific and effective solutions

It takes time to find specific solutions that match the company's situation and problems

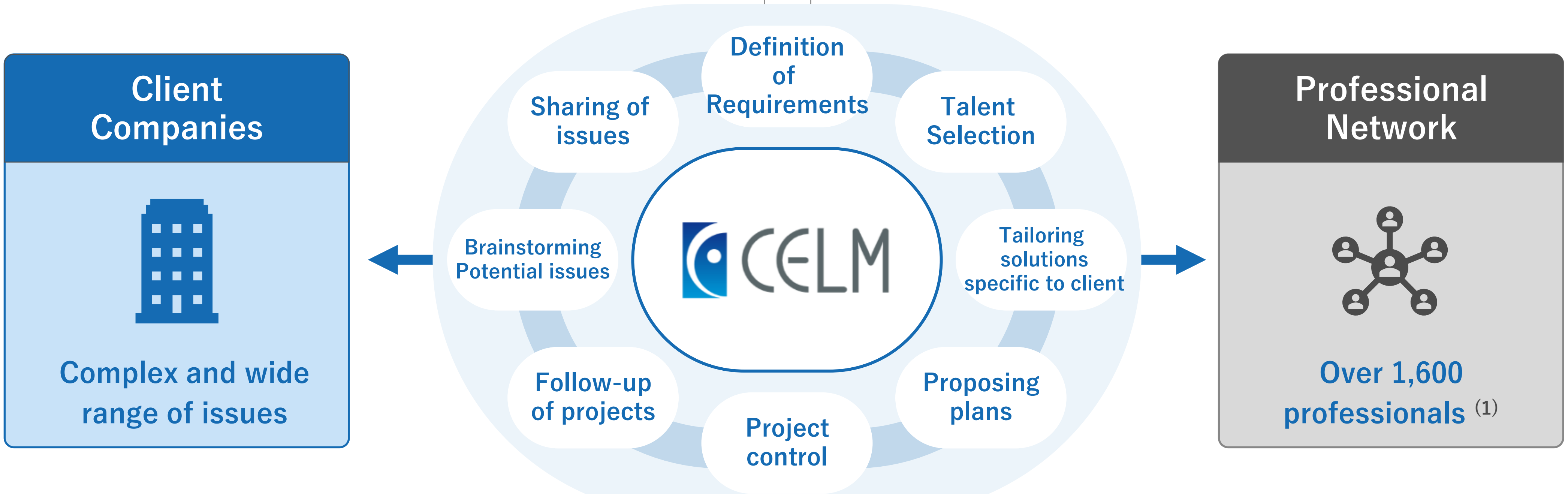
? Updating continuously in response to trends and the environment

In response to the constantly changing environment, updates must be made at regular intervals

Note: (1) PERSOL RESEARCH AND CONSULTING CO., LTD. "Survey on talent management" (HITO REPORT October 2019)

Talent and Organizational Development Business Model

CELM is dedicated to accurately handling customer issues and project executions. By utilizing an external network of experts, CELM is able to provide optimal programs tailored to each client's specific situation. The business model can adapt and develop in a continuously changing environment.



One-stop solution for a series of processes that tend to be complex

An attractive series of projects through CELM's unique customer base

Note: 1) As of March 2025.

Strong Partnership with External Professional Talent

An external talent network with over 1,700 professionals(1) enables CELM to offer a wide range of solutions while operating with a leaner cost structure, delivering truly client-centric solutions.

Platformization of over 1,700 professionals(1)

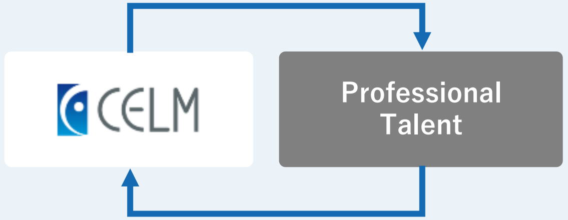
Attractive network of personnel that adjusts to unique challenges and issues

Responding to a wide range of management issues that are constantly changing

Corporate Governance	DX
ESG	Next Business Leaders
Careers of Junior and Senior Workers	Diversity

CELM is constantly developing themes that meet the cutting-edge needs of recent trends and is able to respond to a wide range of issues

Truly customer-oriented system with variable features



Payments to external professionals only occur when projects are running (1) .
CELM's purpose is not just to run projects for external talents but to provide client-orientated solutions

Provide a wide range of solutions × **Variable cost management**

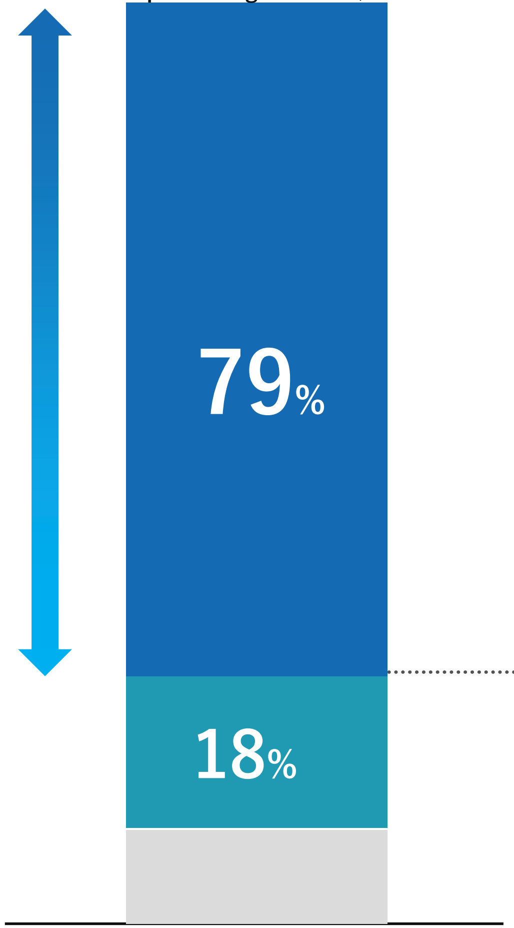
Note: (1) As of March 2025, roughly 600 of all the professional talent are running projects

Business Domain

Covering wide range from management executives to entry-level employees.
CELM has a competitive advantage in addressing company-specific issues that are becoming increasingly important for the executives and middle management of large companies.

7.7bn yen

(Sales from Talent & Organizational Development Segment 25.3)



Entity	Domain
CELM CELM Shanghai, CELM ASIA	Talent and organizational development service targeting executives and middle management
First Career	Talent and organizational development service targeting entry-level employees
Human Strategies Japan	Competency Assessment
KYT (Stakeholder Relations Segment)	Multilingual Support

CELM's Strengths (1/3): High Recurring Business Structure

Since human capital investment is never-ending theme, we foster trusting relationships with clients, resulting in a high-recurring business structure. As a result, sales from clients with long relationship (3 years or more) account for more than 50% of sales[1].

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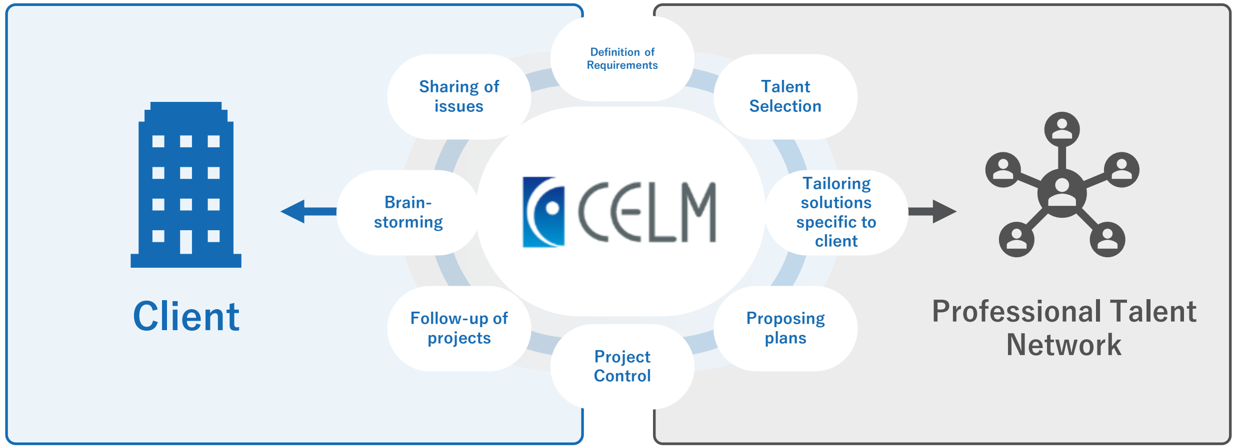
Since we have built long-term business relationships, clients of three or more years account for over 50% of sales [1]

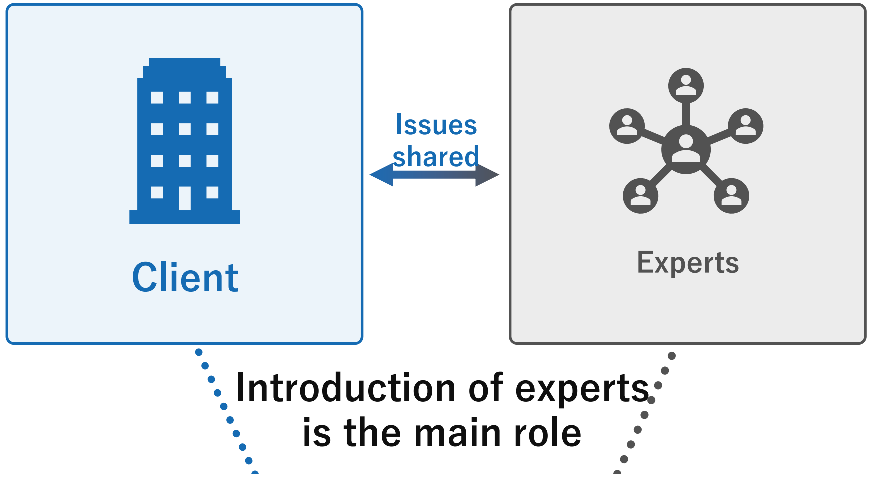


Front office covering top management & several departments
Planning, implementation, follow-ups are conducted by **same account manager who commit from very start till the end of project management, building a trust relationship**

Using external professionals
Various talents are assigned on project basis and even replaced to create competitive environment, **which helps both CELM and experts earn high reputation**

Typical expert matching service

Primary service is introducing external experts, so solving issues is left to experts and the client companies



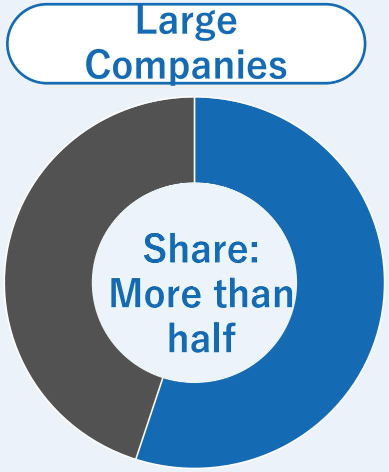
Expert Matching Service

Note：(1)25.3 non-consolidated figure

CELM's Strengths (2/3): Strong Customer Base Centered on Major Companies

CELM is highly regarded for offering “tailor-made support” that addresses the specific challenges of large Japanese companies, which require swift responses in every situation.

CELM's tailor-made support has earned a high reputation among large companies facing complex issues



CELM has transaction with more than half (1) of the TOP 100 TSE Prime companies (by market cap)

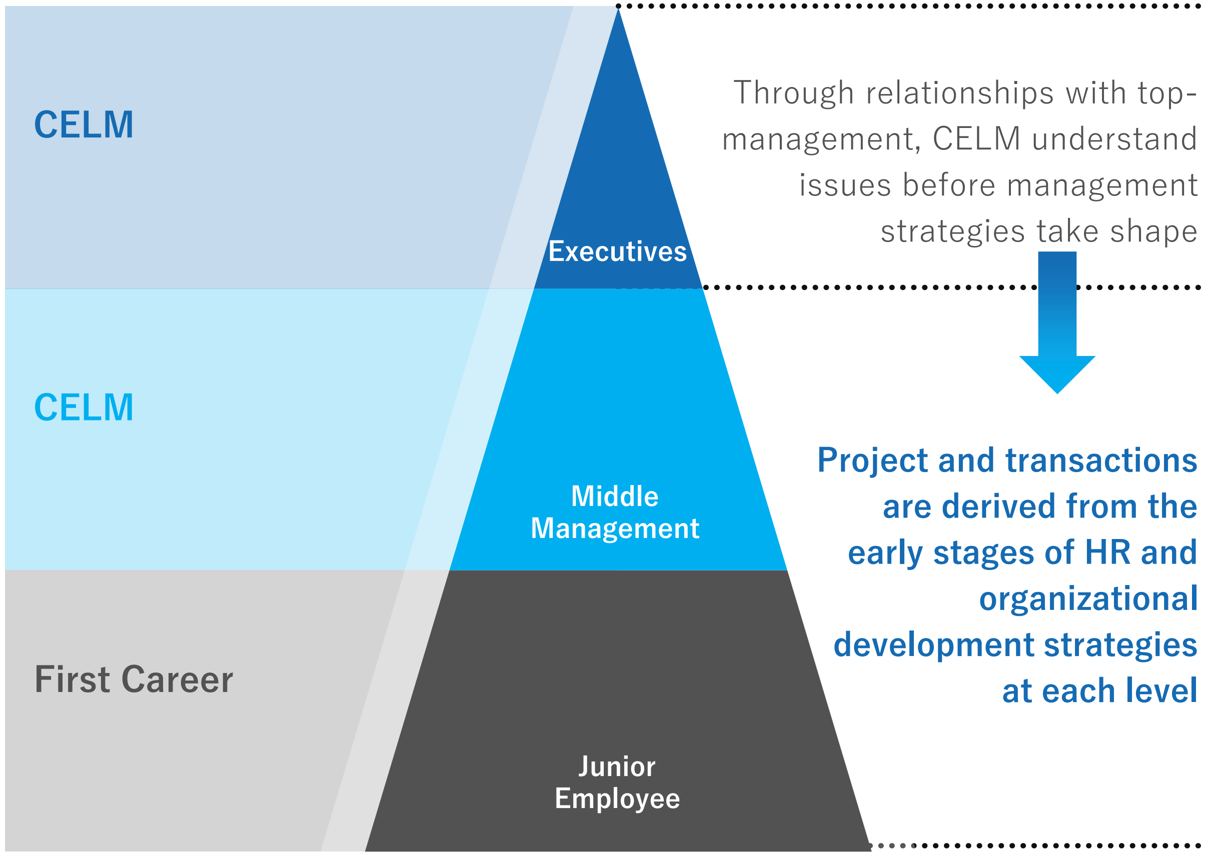
Representative Clients of CELM

Kubota Corporation	KDDI
Sumitomo Rubber Industries	Sojitz
Sony Group	SOMPO Holdings
Daikin Industries	TANAKA Kikinzoku Kogyo
Honda Motor	Murata Manufacturin
Yamato Holdings	and others

Note: (1) non-consolidated figure

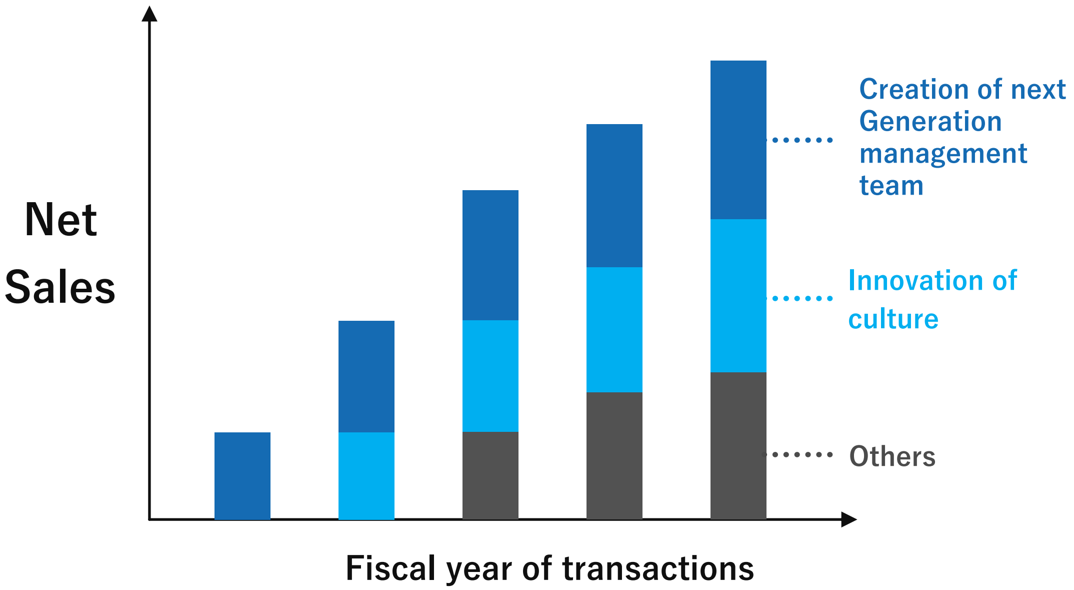
CELM's Strengths (3/3): Ability to Develop Projects through Contacts with Key Client Executives and Next-Generation Executive Candidates

Contact with key client executives and next-generation executive candidates allows CELM to develop projects from the earliest stage of a client's potential strategy development. We expand support areas and increase transaction scale based on the trust we have built and our understanding of the client's strategies.



Vision of increasing transaction

Expanding scale of transactions while branching out into various initiatives



Average sales of TOP 150 client company groups is **38 million**(1)

Note：(1) FY2025.3 non-consolidated figure

Increased Awareness Following Corporate Governance Code Revisions

The 2021 revision of the CG code emphasizes creating succession plans not only for the CEO but also for other management members, highlighting the growing awareness of HR issues related to management leaders.

Management and organizational issues emerging with the revision of CG Code

- All HR-related issues are handled by the HR department and business side, while **the top management team remains unaware of the details regarding each management leader candidate**
- No consensus among directors on the **evaluation criteria for management leader suitability or the ideal image of a leader for the company**
- Narrowing down candidates from the talent pool is challenging without bias, as **in-house top management teams lack developed skills for evaluating leaders**

Recent trend

Management leaders have growing awareness of HR issues for next leader candidates

CELM's Earnings Structure and KPIs

Main KPIs

1 Executive & Middle Business # of clients over 0.1bn annual sales(1)	… KPI to improve "unit price per client"
2 First Career Business # of clients over annual sales of 10mil	
3 Multilingual Service Business No. of KYT employees	… Focusing on increasing the number of employees through recruiting activities and improvement of profit generation per employee
4 EBITDA per employee	

Cost Structure

Net Sales

COGS | Gross Profit … **COGS: variable cost.** Mainly consisted of payment to external professional talent, printing costs of training materials, venue fee, etc.

SG&A | EBIT … Increasing the number of front offices is important to keep up with top-line growth

EBITDA … Quality of earning before depreciation and amortization is important management factor

Note: (1) CELM's sale as non-consolidated figure

Turning KYT, a Multilingual Support Assistant Company for Leading Global Companies, a Wholly-Owned Subsidiary (closing date of share transfer: December 27, 2024)

• **Name**	**KYT Co., Ltd.**
• **Headquarters**	Toranomon Kotohira Tower, 1-2-8 Toranomon, Minato-ku, Tokyo
• **No. of Employees**	55 (as of March 31, 2025)
• **Establishment**	September 8, 1979
• **Business**	**Simultaneous interpretation, consecutive interpretation, and translation services for global companies by utilizing external interpreters and translators**
• **Most Recent Financial Results (FY2024.5)**	Net Sales 2,475million yen Operating Profit 335millon yen Profit 221million yen
• **Acquisition cost**	2.8billion yen

Two Features of KYT's Business Model

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1 Utilization of external knowledge similar to that of CELM

Clients

- IT
- Finance
- Pharmaceutial

KYT

Interpreters & Translators

✓ Assist multilingual support of leading global companies by utilizing approximately 2,600 external specialists (approximately 30 languages)

✓ KYT understands industries that require a wide range of expertise such as IT, finance, and pharmaceuticals as well as their customer issues, and exercises the intervening value

✓ While our competitors are "centered on translation business," a market undergoing restructuring due to the influence of AI and other factors, KYT is centered on the "interpretation business"(1) as seen in its sales ratio of interpretation and translation, which is about 90% and 10%. The key to the business lies in understanding each customer's context based on long-term relationship it builds with them and intervening value.

2 High repeat customer ratio and unique customer base

More than 80% of the cases handled are repeat cases from existing clients. (2)

X

Solid business foundation with leading global companies

✓ As an indicator of the high quality that major blue-chip clients are satisfied with, we have a high percentage of repeat customers among existing clients. Among the number of cases handled, more than 80% of orders are received from existing clients

✓ Average annual sales with the top 50 companies is about 25 million yen(FY2024.5) and has a solid business foundation with leading companies (customer portfolio with minor overlap with CELM, such as foreign companies, IT firms, consulting firms, investment banks, pharmaceuticals, etc.)

Note:

1. For reference, taking this M&A as an opportunity, the Company will consider future active investment and business development that combines human intervention value and AI.
2. FY2024.5 Actual

Three-driver strategy—profit, efficiency, and discipline—to maximize corporate value.

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No.1 Accelerate Earnings Growth

- ✓ FY29.3 profit target raised to ¥2 billion in operating profit
- ✓ IFRS adoption scheduled for FY28.3
- ✓ Fundamental organization-development investment to build a group-wide platform.

No.2 Optimize Capital

- ✓ Cancellation of 2.9 million treasury shares (11.2 % of shares out).
- ✓ 2FY26.3 dividend set at ¥15 per share (+¥1) and a progressive-dividend policy introduced.

No.3 Grow with Discipline

- ✓ Codified our proprietary M&A discipline: the "Five Walk-Away Guidelines."
- ✓ Pursue M&A while keeping Net Debt / EBITDA at or below 2.5×.
- ✓ Aggressively pare interest-bearing debt, targeting a ≥40 % equity ratio.

Earnings Growth: Updating FY29.3 Target to 2bil Operating Profit

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- In the "Mid- to Long-Term Management Policy for the FY25.3" announced on May 14, 2024, we set operating profit as a target, which is one of the listing requirements for the Prime Market (total profits of 2.5 billion yen over two years).
- In light of the upcoming transition to IFRS (scheduled for FY28.3) and considering the progress made with integration of KYT into the group through M&A and the achievement of medium- to long-term profit targets, we have revised our target to "operating profit," which better reflects the company's actual growth potential, and updated the target to 2 billion yen.

FY29.3 Ordinary Profit (2024/5/14Announced)	→	FY29.3 Operating Profit (UPDATE)
1.879bil		2bil

Earnings Growth: Strategic Intention Behind Transition to IFRS in FY28.3

- For FY26.3, goodwill amortization and IFRS transition costs will temporarily suppress profits, while EBITDA is planned to be over 0.1bil YoY. Goodwill amortization resulting from MBO and M&A is suppressing growth in profits. The transition to IFRS will eliminate the discrepancy between cash flow, which has been expanding every year, and accounting profits.
- The period from FY26.3 to FY27.3 is designated as a preparation period, with the implementation of IFRS scheduled for FY28.3.

(Unit: million yen)	23.3 Actual	24.3 Actual	25.3 Actual	26.3 Plan
EBITDA(1)	1,156	1,317	1,426	1,556
(Amortization of goodwill)	188	196	248	Combined with the goodwill on the acquisition of KYT, which is being treated on a provisional basis, the consolidated total annual amortization is tentatively estimated to be approximately 0.3bil to 0.4bil.(2)
Operating Profit	936	1,037	1,074	1,080
Profit	542	631	552	632

Reference: Discrepancy between cash flow and accounting profits will be eliminated through IFRS. Assuming annual goodwill amortization of approximately **0.3 to 0.4bil, Operating Profit and Profit are expected to increase by same amount** (2)。

(1) EBITDA = Operating profit + Depreciation + Amortization of goodwill + Share-based payment expenses

(2) Of the goodwill amortization expense, the portion attributable to the acquisition of KYT was not fully allocated to the respective assets and liabilities as of the end of the fiscal year ended March 31, 2025, due to the fact that the identification of identifiable assets and liabilities as of the acquisition date and the allocation of the acquisition cost were not completed. Therefore, a provisional accounting treatment was applied based on the reasonable information available at that time.

Earnings Growth:
FY26.3 upfront investment phase to achieve the targets for FY 29.3

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- Not only will the suspension of goodwill amortization due to the transition to IFRS improve profits (approximately 0.4bil), but we will also thoroughly rebuild our organic growth foundation during this phase to increase the likelihood of achieving our long-term goals (operating profit of 2 billion yen in FY29.3). We will accept a temporary decline in profits due to growth investments of over 0.2bil in order to make upfront investments toward achieving our medium- to long-term goals
- We will strengthen the organic growth foundation by focusing on wage increases and organizational infrastructure investments, while accelerating recruitment and training.

Point 01

Strengthening Organic Growth Foundation

Accelerating recruitment and organizational foundation for OTD segment (wage increase & onboarding

Point 02

Acceleration Of KYT PMI

Accelerating synergy creation through early investment in IT and organizational infrastructure for KYT

Point 03

Preparation of IFRS & Strengthen Corporate

Strengthening audit systems, hiring personnel, and investing in core systems from the first year

Optimize Capital:
Rationale for cancelling 2.9 million treasury shares (11.2 % of shares outstanding) and our dividend policy

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Previous treasury-share policy

Maintain a certain block of treasury shares as potential consideration for M&A deals.

- Position strategic M&A as a tool to further lift ROE and EPS and therefore, hold a portion of treasury stock specifically for deal consideration.

Updated policy on holding treasury shares

Roughly 4.4 million treasury shares outstanding at end-FY25.3, 2.9 million will be cancelled.

- Under the current M&A strategy we enjoy strong banking relationships, so debt financing is our primary funding source; the likelihood of using treasury shares as consideration is therefore relatively low.
- **We will retain only the portion required for equity-based compensation and cancel the rest, thereby improving capital efficiency and enhancing shareholder returns.**

Dividend policy

IFRS transition period (FY26.3–FY27.3)

- We will maintain a payout-ratio guideline of roughly 40–50 %. For FY26.3 we plan an annual dividend of ¥15 per share, up ¥1 year-on-year

Post-IFRS adoption (scheduled for FY28.3)

- Upon switching to IFRS, we intend to adopt a progressive-dividend policy: in principle we will not cut the absolute yen dividend set under J-GAAP and will aim to maintain or increase it

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