

Apr 15, 2024

To All Concerned Parties

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Notice Regarding Issuance of Stock Acquisition Rights for Subscription
(Stock Options with Charge)

We hereby announce that our Board of Directors, at a meeting held on April 15, 2024, resolved to issue stock acquisition rights to our directors, employees of our company, directors of our subsidiaries and employees of our subsidiaries as follows, pursuant to Articles 236, 238 and 240 of the Companies Act. The stock acquisition rights will be issued without approval of a general meeting of shareholders as these will be issued with charge to the individuals who are allotted the stock acquisition rights at the price equivalent to the fair value, and the conditions are not particularly favorable. In addition, these stock acquisition rights (hereinafter the "Stock Acquisition Rights") are not intended as remuneration to the grantees but will be subscribed based on the individual investment decisions.

Note

I. Purpose of and Reason for Offering of Stock Acquisition Rights

Our group's mission is "to be a bridge that connects people, transcends time, and connects precious things. The Group provides a comprehensive reuse service, "BuySell," that realizes a cycle of purchase and sale. The Company has a unique characteristic in that approximately 86% of its customers are affluent seniors in their 50s or older, and approximately 70% of the reasons for using its services are for home clearance, clearance of belongings, and living arrangements.

Under these circumstances, in addition to the continued growth of its main business, At-home pick up business, and the store purchasing business, which is rapidly expanding both in-house and through M&A, the Group is further promoting a technology strategy in the Group.

In order to achieve organic growth in existing businesses and to realize discontinuous growth through aggressive promotion of M&A and to expand profits, we believe it is essential to maintain and secure excellent human resources both inside and outside the Company and to further increase their motivation and morale. The Company therefore decided to issue stock acquisition rights to directors and employees of the Company's group for a charge.

The total number of shares of the Company's common stock that would increase if all of the Stock Acquisition Rights were exercised would be equivalent to 1.75% of the total number of shares issued and outstanding. However, as the exercise of the Stock Acquisition Rights is conditional on the achievement of pre-determined performance targets, we recognize that the issuance of the Stock Acquisition Rights will contribute to the achievement of our medium-term targets and enhance our corporate value and shareholder value. Therefore, we recognize that the issuance of these new share subscription rights will contribute to the interests of our existing shareholders from a medium- to long-term perspective, and we believe that the impact on the dilution of shares is reasonable.

In particular, with respect to the condition for achieving business performance, which is set as a condition for exercising the rights, 50% of the rights can be exercised if the Group's consolidated operating income exceeds 6.5 billion yen, and 100% of the rights can be exercised if consolidated operating income exceeds 8.0 billion yen. We believe that by setting higher performance targets compared to the Group's past performance trends, this will further motivate the Group's employees to achieve performance, and through the achievement of such performance targets, contribute to improving the Company's corporate and stock value.

II. Outline of the Issuance of Stock Acquisition Rights

1. Number of stock acquisition rights

2,550 units

The total number of shares that may be delivered upon exercise of the Stock Acquisition Rights shall be 255,000 shares of common stock of the Company, and if the number of shares granted for the Stock Acquisition Rights is adjusted in accordance with 3.(1) below, the number of shares granted after adjustment multiplied by the number of Stock Acquisition Rights.

2. Cash to be paid in exchange for stock acquisition rights

The issue price per Stock Acquisition Right shall be 1,500 yen. This amount was determined to be the same as the amount calculated by PLUTUS CONSULTING Co., Ltd., a third-party valuation institution, based on the results of a Monte Carlo simulation, a common option price calculation model, taking into consideration the Company's stock price information and other factors.

3. Details of the stock acquisition rights.

(1) Class and number of shares underlying stock acquisition rights

The number of shares underlying one Stock Acquisition Right (hereinafter the "Number of Shares to Be Allotted") shall be 100 shares of the Company's common stock.

Provided, however, that in the event the Company conducts a stock split (including allotment of the shares of the Company's common stock without consideration; hereinafter the same) or a consolidation of shares after the 3-allotment date of the Stock Acquisition Rights, the Number of Shares to Be Allotted shall be adjusted using the following equation. Such adjustment shall be made only to the number of shares underlying the Stock Acquisition Rights that have not been exercised at said point in time, and any amount less than one share arising from the adjustment shall be rounded down.

$$\text{Number of Shares to Be Allotted after adjustment} = \text{Number of Shares to Be Allotted before adjustment} \times \frac{1}{\text{Share split (or consolidation) ratio}}$$

In addition, if after the allotment date of the Stock Acquisition Rights, the Company undergoes a merger or corporate split, reduces its capital, or if it is necessary to adjust the Number of Shares to Be Allotted in accordance with other such cases, the Number of Shares to Be Allotted shall be appropriately adjusted to a reasonable extent.

(2) Amount of assets to be contributed upon exercise of the stock acquisition rights and the calculation method

The price of the assets to be contributed upon exercise of the Stock Acquisition Rights shall be the amount derived by multiplying the amount of payment per share (hereinafter the "Exercise Price") by the Number of Shares to Be Allotted.

The Exercise Price shall be 2,658 yen.

In the event the Company conducts a stock split or a consolidation of shares after the allotment date of the Stock Acquisition Rights, the Exercise Price shall be adjusted based on the following equation. Any amount less than JPY1 as a result of the adjustment shall be rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Share split (or consolidation) ratio}}$$

In addition, in the event the Company newly issues shares of its common stock or disposes of its treasury shares at a price below the current quotation (excluding the issuance of new shares and disposal of treasury shares as a result of the exercise of stock acquisition rights, and issuance of new shares and delivery of treasury shares as a result of mergers, company splits, share exchange, and share delivery) after the allotment date of the Stock Acquisition Rights, the Exercise Price shall be adjusted using the following equation and any amount less than JPY1 as a result of the adjustment shall be rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\frac{\text{Number of issued shares} \times \text{Market price per new share to be issued} + \text{Number of new shares to be issued} \times \text{Amount to be paid per share}}{\text{Number of issued shares} + \text{Number of new shares to be issued}}}$$

The "number of issued shares" provided in the above equation is derived by deducting the number of treasury shares 4 of common stock of the Company from the total number of shares of common stock of the Company issued and outstanding. In the event the Company disposes of its treasury shares of common stock, the "number of new shares to be issued" shall be replaced by the "number of treasury shares to be disposed of." Furthermore, other than the above, in the event that it becomes necessary to adjust the Exercise Price after the allotment date of the Stock Acquisition Rights as a result of the Company's merger with another company, company split, share exchange, or share delivery, or in other similar cases thereto, the Company may appropriately adjust the Exercise Price within the scope deemed reasonable.

(3) Period in which the stock acquisition rights can be exercised

The period during which the Stock Acquisition Rights may be exercised (the "Exercise Period") shall be from April 1, 2027 to March 31, 2030.

(4) Matters concerning the capital and capital reserve to be increased

- i) The amount of capital to be increased due to the issuance of shares upon exercise of the Stock Acquisition Rights shall be one half (1/2) of the maximum amount of increases of the capital, etc. to be calculated according to Article 17, Paragraph 1 of the Regulations on Corporate Accounting, with any amount less than 1yen arising from such calculation to be rounded up.
- ii) The amount of capital reserve to be increased in the event of the issuance of shares upon the exercise of these equity warrants shall be the amount obtained by subtracting the amount of capital to be increased as set forth in i) above from the maximum amount of increase in capital, etc. as set forth in i) above.

(5) Restriction on the acquisition of the stock acquisition rights through transfer

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

(6) Conditions for exercise of stock acquisition rights

- i) The person who has received an allotment of these stock acquisition rights (hereinafter referred to as the "Stock Acquisition Rights Holder") The person to whom the stock acquisition rights are allotted (the "Stock Acquisition Rights Holder") may exercise the number of stock acquisition rights allotted to each Stock Acquisition Rights Holder only if the operating income shown in the consolidated statement of income (or the statement of income if consolidated financial statements are not prepared) of the Company in its annual securities report for the fiscal years ending December 31, 2025 through 2028 exceeds each of the following amounts at least once. (i) The number of the Stock Acquisition Rights allotted to each Stock Acquisition Rights Holder may be exercised up to the respective percentage specified in each of the following items.

If there is a material change in the concept of operating income to be referenced due to the application of International Financial Reporting Standards or other reasons, the Board of Directors shall determine, in a reasonable manner, an indicator equivalent to the above indicator that should be separately referenced, and if the relevant consolidated statement of income (or the statement of income if consolidated financial statements are not prepared) includes stock compensation expense from the Stock Acquisition Rights, the operating income before stock compensation expense to eliminate the impact of this change shall be used for the determination. If the consolidated statement of income (or the statement of income if consolidated financial statements are not prepared) includes compensation expenses for the Stock Acquisition Rights, then the operating income before deduction of compensation expenses for Stock Acquisition Rights shall be used to determine the amount of compensation expenses.

(a) Exceeding 6.5 billion yen: 50%

(b) Exceeding 8.0 billion yen: 100%

If the number of exercisable stock acquisition rights includes a fraction less than one unit, such fraction shall be rounded down to the nearest whole number.

- ii) Holders of stock acquisition rights shall be required to be directors, corporate auditors or employees of the Company or its affiliates at the time of exercising the rights. However, this shall not apply in the event of retirement from office due to expiration of term of office or mandatory retirement age, or if the Board of Directors recognizes other justifiable reasons.
- iii) Exercise of the stock acquisition rights by the heirs of the holders of the stock acquisition rights shall not be permitted.

iv) If the exercise of the Stock Acquisition Rights would cause the total number of issued shares of the Company to exceed the number of authorized shares at the time of such exercise, such Stock Acquisition Rights may not be exercised.

v) Stock Acquisition Rights constituting less than one unit may not be exercised.

4. Date on which the stock acquisition rights will be allocated

May 20, 2024

5. Matters concerning the acquisition of stock acquisition rights

(1) The Company may acquire all of the Stock Acquisition Rights without compensation at the arrival of the day separately prescribed by the Board of Directors of the Company, in case an agenda of a merger agreement, under which the Company shall be the absorbed company, a company split agreement or a company split plan, under which the Company shall become the splitting company, or a share exchange agreement, a share delivery plan, or a share transfer plan, under which the Company shall be a wholly-owned subsidiary, is approved at a general meeting of shareholders (or, if approval of a general meeting of shareholders is not required, is resolved at the Board of Directors).

(2) If a stock acquisition right holder is unable to exercise the Stock Acquisition Rights pursuant to the provisions set forth in 3. (6) above before exercising the right holder, the Company may acquire the Stock Acquisition Rights without consideration.

6. Treatment of the stock acquisition rights upon the acts of structural reorganization

In case the Company conducts a merger (limited to the case where the Company is to be extinguished as a result of the merger), an absorption-type company split, an incorporation-type company split, a share exchange, or a share transfer (hereinafter collectively the "acts of structural reorganization"), stock acquisition rights of the stock companies listed in (a) to (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (hereinafter the "Reorganized Company") shall be delivered, in each of the above cases, to right holders holding the Stock Acquisition Rights at the effective time of the relevant acts of structural reorganization according to the following conditions. Provided, however, that the foregoing shall be on the condition that delivery of stock acquisition rights of the Reorganized Company in accordance with the following conditions is stipulated in an absorption-type merger agreement, a consolidation-type merger agreement, an absorption-type company split agreement, an incorporation-type company split plan, a share exchange agreement, or a share transfer plan.

(1) Number of stock acquisition rights of the restructured company to be issued

The identical number of stock acquisition rights to the number of the stock acquisition rights held by right holder shall be delivered respectively.

(2) Class of shares of the Reorganized Company underlying the stock acquisition rights

Shall be shares of common stock of the Reorganized Company.

(3) Number of shares of the Reorganized Company underlying the stock acquisition rights

Shall be determined in accordance with 3. (1) above based on the consideration of conditions for the acts of structural reorganization.

(4) Amount of assets to be contributed upon exercise of stock acquisition rights

The amount of assets to be contributed upon exercise of each stock acquisition right to be delivered shall be the amount obtained by multiplying the Exercise Price after the reorganization to be obtained by adjusting the Exercise Price set forth in the provision in 3. (2) above after taking into consideration various factors such as the conditions of the acts of structural reorganization by the number of shares of the Reorganized Company underlying the stock acquisition rights, which is determined pursuant to 6. (3) above.

(5) Period during which stock acquisition rights are exercisable

Shall be from the commencing date of Exercise Period stipulated in 3. (3) above, or the effective date of the acts of structural reorganization, whichever is later, to the expiry date of Exercise Period stipulated in 3. (3) above.

(6) Matters concerning the capital and capital reserve to be increased when shares are issued upon exercise of stock acquisition rights

Shall be determined in accordance with 3. (4) above.

(7) Restrictions on acquisition of stock acquisition rights through transfer
Restrictions on acquisition through transfer shall require the approval through the resolution of the Board of Directors of the Reorganized Company.

(8) Other conditions for the exercise of stock acquisition rights
Shall be determined in accordance with 3. (6) above.

(9) Reasons and conditions for the acquisition of stock acquisition rights
Shall be determined in accordance with 5. above.

(10) Other conditions shall be determined in accordance with the conditions of the Reorganized Company.

7. Matters concerning certificates of the stock acquisition rights

The Company shall not issue certificates of the stock acquisition rights pertaining to the Stock Acquisition Rights.

8. Date of payment of cash in exchange for the stock acquisition rights

May 20, 2024

9. Application due date

May 13, 2024

10. Persons to whom stock acquisition rights are allotted and the number of stock acquisition rights

Director of the Board	3 persons	1,750 units
Employee of the Company	8 persons	640 units
Director of Subsidiary	1 person	100 units
Subsidiary Employee	1 person	60 units

The above number of persons and number of shares represent the maximum number of shares to be allotted, and the number of persons and number of shares to be allotted may decrease depending on the status of applications for subscription to the Stock Acquisition Rights and other factors.

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