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August 18, 2025

To Whom It May Concern

Company Name	S Science Company, Ltd.
Representative	Representative Director and President Mr. Kenko Hisanaga (Stock code: 5721 Standard Market of Tokyo Stock Exchange)
Inquiry	General Manager of General Affairs Department Mr. Kunihiko Kosa (TEL: +81-3-3573-3721)

## **Notice Regarding Establishment of an Issuance Program (Ceiling JPY 10 Billion) for Ordinary Corporate Bonds (Private Placement) and Execution of a Basic Agreement for Underwriting**

At the meeting of the Board of Directors held on August 18, 2025, S. Science Co., Ltd. (the “Company”) resolved to (i) establish an issuance program with a ceiling of JPY 10,000,000,000 for ordinary corporate bonds (private placement) to be issued by the Company and (ii) execute a basic agreement for underwriting (the “Agreement”) with Long Corridor Asset Management Limited (“LCAM”). The intended underwriters are Long Corridor Alpha Opportunities Master Fund (“LCAO”), MAP246 Segregated Portfolio, a segregated portfolio of LMA SPC (“MAP246”), and BEMAP Master Fund Ltd. (“BEMAP,” and together with LCAO and MAP246, the “Underwriters”). Details are as follows.

### **1. Purpose of the Agreement**

As disclosed in the “Notice Regarding Launch of New Business (Crypto Asset Investment Business)” dated March 17, 2025, the Company has positioned the Crypto Asset Investment Business as one of its core businesses and has commenced operations with the aim of strengthening financial soundness by partially incorporating Bitcoin as an inflation hedge and store-of-value, alongside yen-denominated assets, as part of treasury management.

In connection therewith—and as separately announced today in “(i) Issuance of the Eighth Series of Subscription Rights to Shares (with Price Adjustment Clause) by Third-Party Allotment and the Ninth Series of Subscription Rights to Shares (with Optional Price Adjustment), (ii) Execution of Purchase Agreement (with Commitment Clause for the Eighth Series), and (iii) Concurrent Issuance of the First Series of Unsecured Corporate Bonds (Private Placement)” —the Company is implementing financing measures. Recognizing that a flexible and sustainable funding framework is essential for the crypto asset investment business, the Company has agreed with LCAM to set an issuance program for ordinary corporate bonds (private placement) up to JPY 10 billion, and to have LCAO, MAP246, and BEMAP underwrite such bonds on multiple occasions within the program pursuant to the Agreement. Each individual issuance and underwriting will be effected under separate definitive agreements.

The Underwriters (LCAO, MAP246, and BEMAP) are funds managed by LCAM under discretionary investment management agreements. Sharing the Company’s vision, they will serve not merely as short-term financiers but as medium- to long-term partners, contributing to funding flexibility and financial soundness.

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## **2. Key Terms of the Agreement**

### **(1) Underwriting Program**

- Maximum aggregate principal amount: JPY 10,000,000,000
- Program period: From September 1, 2025 to August 31, 2028

### **(2) Per-Tranche Terms (Outline)**

For each tranche of ordinary corporate bonds (private placement) to be issued to the Underwriters, the following terms are agreed in principle:

1. Total amount per tranche: JPY 1,000,000,000
2. Face amount per individual bond: JPY 25,000,000
3. Maturity: 1 year from the payment date
4. Coupon: 0.0% per annum (zero-coupon)
5. Issue price: JPY 95 per face value JPY 100
6. Redemption price at maturity: JPY 100 per face value JPY 100
7. Redemption method: Bullet redemption at the first anniversary of issuance at JPY 100 per JPY 100 face value (subject to early redemption amounts set forth in item 8).
8. Early Redemption Provisions:
  - (i) Reorganization without Listing of Successor Shares:  
If a reorganization (as defined) is approved at a shareholders' meeting (or by Board resolution where shareholder approval is unnecessary) and the ordinary shares of the successor company, etc. will not be listed on any financial instruments exchange, the Company shall, by notice at least 30 days prior to the redemption date (which shall be a date prior to the effective date of the reorganization), early redeem all outstanding bonds (no partial redemption) at JPY 100 per JPY 100 face value. Once such notice is given, it may not be withdrawn.
  - (ii) Early Redemption upon TOB Leading to Delisting:  
If a tender offer is launched for the Company's ordinary shares under the Financial Instruments and Exchange Act, the Company expresses support for the TOB, and it is announced or accepted that the shares may be delisted from all Japanese exchanges as a result (except where efforts to maintain listing are publicly stated), and the bidder acquires shares through the TOB, the Company shall, by notice within 15 days from the acquisition (TOB settlement commencement date), early redeem all outstanding bonds at an amount calculated in the same manner as in (i), on a redemption date set 30–60 days after the notice date.  
If both (i) and (ii) would require redemption, (i) applies; provided that if notice under (ii) is given before terms including consideration under the reorganization are announced, then (ii) applies.
  - (iii) Early Redemption upon Squeeze-Out Events:  
If any of the following occurs—(a) the Articles are amended to make all ordinary shares wholly callable and a resolution is adopted to acquire all such shares for consideration; (b) the Board approves a demand by a Special Controlling Shareholder (Companies Act Art. 179) for sale of shares, etc.; or (c) a share consolidation leading to delisting is approved—the Company shall, with notice as promptly as practicable and within 14 days of the occurrence, early redeem all outstanding bonds at an amount calculated as in (i) on a redemption date before the share acquisition/effective date and falling on a business

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day from the 14th to the 30th business day after the notice.

- (iv) Early Redemption upon Delisting Grounds / “Securities Under Supervision”:  
If delisting grounds (as defined) occur or are reasonably expected to occur, or if designation as “Securities Under Supervision” occurs or is reasonably expected, each bondholder may, by giving the Company at least 10 business days’ prior notice, require early redemption of all or part of its bonds at JPY 100 per JPY 100 face value on the specified redemption date. (Delisting grounds include, inter alia, events under TSE Listing Regulations Art. 601(1) (with customary carve-out for market segment change applications reasonably expected to be approved) and a failure to cure balance-sheet insolvency within six months after fiscal year-end if such insolvency is recorded at year-end.)
- (v) Issuer Call (Optional Redemption by the Company):  
The Company may, at its discretion and upon prior notice before the redemption date (earlier than the scheduled maturity), early redeem all or part of the outstanding bonds at JPY 100 per JPY 100 face value.
- (vi) Bondholder Put Linked to Share Price:  
If, after the payment date, the ordinary trading closing price of the Company’s shares on the TSE falls below JPY 68 (note: the floor exercise price for the Eighth Series Subscription Rights) for five cumulative trading days, a bondholder may, at any time thereafter, by giving at least two weeks’ prior notice, require early redemption of all or part of its bonds at JPY 100 per JPY 100 face value on the specified redemption date. (Fair and reasonable adjustments will be made for stock splits, consolidations, or gratis allotments.)
- (vii) Special Covenant Linked to Warrant Exercises:  
If the cumulative amount paid to the Company from exercises of the Eighth Series Subscription Rights to Shares (the “Warrants”) exceeds JPY 25 million (the “Base Cumulative Exercise Amount”), then each time the cumulative exercise amount increases by an additional JPY 25 million, the Underwriters (LCAO, MAP246, and BEMAP) may request early redemption of one unit (□) of the bonds. Upon such request, the Company shall conduct early redemption promptly and in any case within three business days after the request date, at JPY 100 per JPY 100 face value.

9. Underwriters:  
Long Corridor Alpha Opportunities Master Fund; MAP246 Segregated Portfolio, a segregated portfolio of LMA SPC; and BEMAP Master Fund Ltd.

### **3. Overview of the Counterparty to the Basic Agreement**

- Name: Long Corridor Asset Management Limited (LCAM)
- Address: 26th Floor, Three Exchange Square, 8 Connaught Place, Central, Hong Kong
- Representative: Director James Xin Jun Tu
- Business: Investment management
- Capital: HKD 8,427,100 (approx. JPY 158 million)
- Incorporation: February 28, 2018
- Capital / Personnel / Business Relationships with the Company: None
- Related-party status: Not applicable

About LCAM:

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Founded in Central, Hong Kong, LCAM is an independent investment manager pursuing multi-strategy asset management across Asia. With extensive experience investing across the capital structure in Asian markets, LCAM's mission is to deliver superior risk-adjusted returns through market cycles. In particular, as Mainland China's markets have opened, LCAM has remained at the forefront of identifying and investing in growth companies. LCAM's investment philosophy emphasizes "Incremental Improvements," focusing on consistent, compounding enhancements rather than flashy short-term gains, supported by:

- A balance of concentrated/long-term investments in high-quality companies and stable returns from trading undervalued securities;
- Rigorous due diligence and quantitative risk management throughout the process; and
- A flexible approach across the capital structure to combine capital preservation with long-term growth.

#### **4. Future Outlook**

The execution of the Agreement is not expected to have a material impact on the Company's financial results at this time. The Company will promptly disclose any significant matters that may arise in the future.