

September 1, 2025

To Whom It May Concern

Company : S. Science Co., Ltd.
Representative: Representative Director
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Notice Regarding Issuance of the 2nd and 3rd Series of Unsecured Straight Bonds (Private Placement)

S Science Co., Ltd. (the “Company”) hereby announces that, pursuant to a resolution of the Board of Directors adopted on September 1, 2025, the Company has resolved to issue the 2nd and 3rd series of unsecured straight bonds (each, the “Bond”; collectively, the “Bonds”) to Long Corridor Alpha Opportunities Master Fund, MAP246 Segregated Portfolio, a segregated portfolio of LMA SPC, and BEMAP Master Fund Ltd., as set forth below.

Although the Bonds are not subject to any **financial covenant** (Note), the aggregate principal amount equals 30% of the consolidated net assets recorded in the immediately preceding fiscal year. As this may have a significant impact on investors’ investment decisions, the Company hereby provides this notice.

The total proceeds of JPY 2.0 billion from the issuance of the Bonds are scheduled to be used for the purchase of Bitcoin.

I. Principal Matters Considered on September 1

At today’s Board meeting, taking into account the progress of the Company’s crypto asset investment business and current market conditions, the Company deliberated the issuance of the 2nd and 3rd series of unsecured straight bonds (private placement; total amount JPY 2.0 billion).

In the crypto asset market, structural supply–demand changes following the halving and continued inflows via ETFs by institutional investors have heightened medium- to long-term expectations for asset value appreciation. Against this backdrop, the Company determined that, in its core **crypto asset investment business**, it is important to acquire Bitcoin flexibly and not overly concentrate on JPY-denominated assets, thereby enhancing both financial soundness and asset value.

The Board also confirmed that issuing the Bonds—structured with **zero interest, short maturity, and optional early redemption**—will enable efficient fundraising while avoiding the fixation of future financial burdens and preserving flexibility.

II. Background to the Decision to Issue Bonds Again

As previously disclosed in the “Notice Regarding Establishment of an Unsecured Straight Bond (Private Placement) Issuance Program (Maximum of JPY 10.0 Billion) and Execution of a Basic Underwriting Agreement” dated August 18, 2025, the Company entered into a basic agreement (the “Basic Agreement”) with Long Corridor Asset Management Limited, under which Long Corridor Alpha Opportunities Master Fund, MAP246 Segregated Portfolio, a segregated portfolio of LMA SPC, and

BEMAP Master Fund Ltd. serve as underwriters for issuances under a JPY 10.0 billion program.

The issuance of the Bonds is made pursuant to the Basic Agreement to secure funds necessary to advance the Company's crypto asset investment business.

As stipulated in the Basic Agreement, the Bonds feature **zero coupon, maturity within one year, and optional early redemption**, thereby achieving both capital efficiency and financial soundness. In other words, with no interest burden and the ability to redeem promptly as needed, the Bonds function as a flexible financing instrument to capture attractive opportunities in crypto assets without reliance on sustained leverage expansion.

By strategically utilizing such highly liquid funds, the Company will continue to expand its core crypto asset investment business.

Note: "Financial covenant" refers to the covenant defined in Article 19, Paragraph 2, Item 12-4 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc., limited to a covenant under which a listed company loses the benefit of time upon failing to maintain certain pre-specified financial indicators.

III. Terms of the Bonds

2nd Series of Unsecured Straight Bonds of S Science Co., Ltd.

1. **Name:** S Science Co., Ltd. 2nd Series Unsecured Straight Bonds
2. **Total Amount:** JPY 1,000,000,000
3. **Denomination per Bond:** JPY 25,000,000
4. **Payment Date:** September 4, 2025
5. **Redemption Date (Maturity):** September 4, 2026
6. **Interest Rate:** 0.0% per annum (zero-coupon)
7. **Issue Price:** JPY 95 per JPY 100 of face value
8. **Redemption Price:** JPY 100 per JPY 100 of face value
9. **Redemption Method:** The Bonds shall be redeemed in full at JPY 100 per JPY 100 of face value on September 4, 2026 (the maturity date). In case of early redemption, the amount shall be as specified in Item 10 below.
10. **Early Redemption:**
 - **(i) Early Redemption upon Organizational Restructuring:**

If an organizational restructuring (as defined below) is approved at a General Meeting of Shareholders of the Company (or, if such approval is not required, resolved by the Board of Directors; the date of such approval or resolution, the "Restructuring Approval Date"), and if, as of that date, the ordinary shares of the successor company, etc. (as defined below) are not listed on any financial instruments exchange, the Company shall, upon at least 30 days' prior notice to the bondholders (the "Bondholders") and with the redemption date set as the day prior to the effective date of such organizational restructuring, early redeem **all** (partial not permitted) outstanding Bonds at JPY 100 per JPY 100 of face value.
Once such notice is given, it may not be withdrawn or rescinded.
 - **(ii) Early Redemption upon Delisting due to Tender Offer:**

If, following a tender offer under the Financial Instruments and Exchange Act for the Company's common shares, the Company expresses its support for such tender offer and it is announced or acknowledged by the Company or the offeror that, as a result of the tender offer,

there is a possibility that the Company's common shares will be delisted from all Japanese financial instruments exchanges (except where efforts to maintain listing post-tender offer are publicly announced), and the offeror acquires the Company's common shares through such tender offer, then the Company shall, upon notice to Bondholders within 15 days from the acquisition date (i.e., the settlement commencement date of the tender offer), early redeem **all** (partial not permitted) outstanding Bonds on a redemption date set between 30 and 60 days from the notice date, at an amount calculated in accordance with the method applicable to Item (i) above.

If both Items (i) and (ii) require redemption, Item (i) shall apply; provided, however, that if the notice under Item (ii) is given before the terms including consideration payable to shareholders are announced for the organizational restructuring, Item (ii) shall apply.

- **(iii) Early Redemption upon Squeeze-Out Event:**

If, after an amendment to the Articles of Incorporation to designate all common shares as class shares subject to a call provision, a resolution is adopted at a General Meeting of Shareholders to acquire all common shares for consideration, or if the Board of Directors approves a demand by a Special Controlling Shareholder (as defined in Article 179(1) of the Companies Act) for a sale of shares, or if a share consolidation resulting in delisting is approved at a General Meeting of Shareholders (collectively, a "Squeeze-Out Event"), the Company shall, as promptly as practicable and in any event within 14 days from the occurrence of such event, notify Bondholders and early redeem **all** (partial not permitted) outstanding Bonds on a redemption date specified in the notice, which shall be a business day prior to the acquisition or effective date of the Squeeze-Out Event and shall fall between the 14th and 30th business day from the notice date, at an amount calculated in accordance with the method applicable to Item (i) above.

- **(iv) Early Redemption upon Delisting Cause, etc., or Assignment to "Securities Under Supervision":**

If a **Delisting Cause, etc.** (as defined below) has occurred or is reasonably expected to occur with respect to the Company's common shares, or if the shares have been assigned or are reasonably expected to be assigned by the Tokyo Stock Exchange to "Securities Under Supervision," each Bondholder may, upon at least 10 business days' prior notice to the Company, require early redemption on the designated redemption date of all or part of the Bonds it holds at JPY 100 per JPY 100 of face value.

"Delisting Cause, etc." means: (a) the occurrence, with respect to the Company or its corporate group, of any event specified in Article 601(1) of the Securities Listing Regulations of the Tokyo Stock Exchange (provided that, in the case of Item (1) thereof, an application for transfer to the Standard Market has been submitted and its approval is reasonably expected, such case is excluded); or (b) if, as of the fiscal year-end following the payment date of the Bonds, the Company's (consolidated) financial statements reflect excess liabilities and such condition is not resolved within six months from the day following such fiscal year-end.

- **(v) Early Redemption at the Company's Option:**

The Company may, at its option and upon prior notice given at the Company's discretion before the designated redemption date (which must be prior to maturity), early redeem all or part of the outstanding Bonds at JPY 100 per JPY 100 of face value.

- **(vi) Early Redemption at Bondholder's Option (Price-Trigger):**

If, after the payment date of the Bonds, the closing price of the Company's common shares in regular trading on the Tokyo Stock Exchange falls below **JPY 68** (Note: the floor exercise price under the relevant stock acquisition rights) for **five consecutive trading days** (subject to fair and reasonable adjustments for stock splits, consolidations, or share distributions without consideration), each Bondholder may, at any time thereafter and upon at least two weeks' prior notice, require early redemption on the designated redemption date of all or part of the Bonds it holds at JPY 100 per JPY 100 of face value.

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

3rd Series of Unsecured Straight Bonds of S Science Co., Ltd.

(Items 1–11 are the same as for the 2nd Series, except that the series name is the “3rd Series.”)

1. **Name:** S Science Co., Ltd. 3rd Series Unsecured Straight Bonds
2. **Total Amount:** JPY 1,000,000,000
3. **Denomination per Bond:** JPY 25,000,000
4. **Payment Date:** September 4, 2025
5. **Redemption Date (Maturity):** September 4, 2026
6. **Interest Rate:** 0.0% per annum (zero-coupon)
7. **Issue Price:** JPY 95 per JPY 100 of face value
8. **Redemption Price:** JPY 100 per JPY 100 of face value
9. **Redemption Method:** Redemption in full at maturity as above; amounts for early redemption are as specified in Item 10 below.
10. **Early Redemption:** (same provisions as Items (i)–(vi) above for the 2nd Series)
11. **Underwriters:** Long Corridor Alpha Opportunities Master Fund; MAP246 Segregated Portfolio, a segregated portfolio of LMA SPC; and BEMAP Master Fund Ltd.

Use of Proceeds

Specific Use	Amount (JPY millions)	Scheduled Timing
Purchase of Bitcoin (BTC)	2,000	Early September 2025
Total	2,000	

V. Outlook

The impact of this matter on the Company’s consolidated results for the fiscal year ending March 31, 2026, is expected to be immaterial. Should it later become apparent that there will be any impact on the Company’s consolidated results, the Company will promptly make an appropriate disclosure.