



December 15, 2025

To whom it may concern

Company Name S Science Company, Ltd.  
(Ticker code: 5721 Standard Market of Tokyo Stock Exchange)  
Representative Representative Director and President  
Mr. Kenko Hisanaga  
Inquiry General Manager of General Affairs Department  
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**Notice regarding the free issuance of stock acquisition rights (unlisted) through shareholder allotment**

We would like to announce that at the Board of Directors meeting held on December 12, 2025, we resolved to allocate stock acquisition rights to all shareholders listed or recorded in our final shareholder register as of December 31, 2025, as set forth below.

This will be effected by issuing the 10th series of stock acquisition rights (hereinafter referred to as the "Stock Acquisition Rights") through a gratis allotment of stock acquisition rights to shareholders pursuant to Article 277 of the Companies Act, and will become effective subject to the approval of the resolution to issue the Stock Acquisition Rights and the resolution to amend the Articles of Incorporation at the Extraordinary General Meeting of Shareholders scheduled to be held on February 17, 2026, in order to confirm the intention of shareholders.

In addition, under the Companies Act, the implementation of a gratis allotment of stock acquisition rights is a matter to be resolved by the Board of Directors, and approval at the General Meeting of Shareholders is not required. However, as the exercise of these stock acquisition rights will require financial contributions from our shareholders, we believe it is necessary to provide more comprehensive information and obtain shareholder approval based on that information. Therefore, we have decided to issue these stock acquisition rights at the general shareholders' meeting on the condition that we obtain approval from a majority of shareholders present at the meeting (including by written vote).

Today, we have submitted a securities registration statement in connection with the offering of these stock acquisition rights. However, following the above-mentioned Board of Directors' resolution, we were unable to submit the securities registration statement within the allotted time due to system procedural issues at our company when submitting the statement via EDINET (an electronic disclosure system for disclosure documents such as securities reports under the Financial Instruments and Exchange Act). Therefore, we have submitted the securities registration statement today in the shortest time practically possible. This disclosure will be made promptly after the submission of the securities registration statement.

Details

1. Overview of the allocation (10th Stock Acquisition Rights)

( 1 )	Record date	December 31, 2025 (Wednesday)
( 2 )	Allotment date	February 18, 2026 (Wednesday)
( 3 )	Type of shares held by shareholders receiving the allotment and number of stock acquisition rights to be allotted to shareholders	Shareholders listed or recorded in the final shareholder register on the record date will be allotted one Stock Acquisition Right for each common share of the Company they hold. However, Stock Acquisition Rights will not be allotted for common shares of the Company held by the Company.
( 4 )	Type and number of shares underlying the stock acquisition rights	Each stock acquisition right represents 2.5 shares of our common stock. The Company's common stock is a fully voting stock with no restrictions on rights. The unit number of shares is 100 shares.

( 5 )	Total number of issued stock acquisition rights (including a breakdown of newly issued stock acquisition rights and treasury stock acquisition rights) and total number of potential latent shares by allocation	<p>(i) Total Number of Stock Acquisition Rights to Be Issued Total Number of Stock Acquisition Rights to Be Issued The total number of stock acquisition rights to be issued shall be equal to the total number of shares (excluding treasury shares) held by each shareholder of the Company as listed or recorded in the final shareholder register of the Company on the record date. Based on the total number of issued shares of 175,143,389 shares (excluding 2,360 treasury shares) of our company as of November 30, 2025, the number would be 175,143,389 shares. However, the record date is December 31, 2025, and the total number of issued shares (excluding treasury shares) may change by then.</p> <p>(ii) Total Number of Dilutive Shares to be Allotted The total number of shares held by each shareholder of the Company as listed or recorded in the Company's final shareholder register as of the record date (excluding treasury shares) multiplied by 2.5. However, if the number of shares underlying the Stock Acquisition Rights is adjusted pursuant to Section 6(3) of the "Issue Terms and Conditions" at the end, this amount will fluctuate accordingly. Based on the total number of issued shares of the Company as of November 30, 2025 (excluding 2,360 treasury shares), which is 175,143,389 shares, this would be 437,858,472 shares. However, the record date is December 31, 2025, and the total number of issued shares (excluding treasury shares) may change by then.</p>
( 6 )	Value of assets to be contributed when one stock acquisition right is exercised and the amount per share	<p>(i) The assets to be contributed upon the exercise of the Stock Acquisition Rights shall be monetary, and the value of each Stock Acquisition Right to be contributed upon the exercise of the Stock Acquisition Rights shall be the number of shares underlying each Stock Acquisition Right multiplied by the exercise price set forth below, with any fraction less than one yen resulting from the calculation being rounded up or down.</p> <p>(ii) The value of assets to be contributed per share in the event that the Company issues its common shares upon the exercise of the Stock Acquisition Rights (hereinafter referred to as the "Exercise Price") will be the amount obtained by multiplying the closing price of the Company's common shares in regular trading on the Tokyo Stock Exchange on December 30, 2025, the trading day immediately preceding the record date (meaning the day on which trading is held at the Tokyo Stock Exchange, Inc. (hereinafter referred to as the "Tokyo Stock Exchange")); the same applies hereinafter), by 0.5 (fractions less than 1 yen are rounded down).</p>
( 7 )	Exercise period for stock acquisition rights	From March 2, 2026 (Monday) to May 29, 2026 (Friday)
( 8 )	Conditions for exercising stock acquisition rights	<p>(i) A Stock Acquisition Right cannot be further divided and then exercised.</p> <p>(ii) If a holder of Stock Acquisition Rights holds multiple Stock Acquisition Rights, the holder of Stock Acquisition Rights may exercise all or part of the Stock Acquisition Rights he/she holds.</p> <p>(iii) The Stock Acquisition Rights may only be exercised by the person who has been allocated the Stock Acquisition Rights. (However, those who have inherited stock acquisition rights from the original stock acquisition rights holders due to inheritance, merger, business transfer, or company split, the securities company to which the stock acquisition rights were transferred and the person to whom the stock acquisition rights were transferred through the securities company with respect to stock acquisition rights allocated in the name of a securities finance company in connection with margin trading, in accordance with the rules of the stock exchange and securities finance company, and in addition, a person who acquires the stock acquisition rights through transfer with the approval of the Company's Board of Directors may exercise the stock acquisition rights acquired through such succession or transfer.)</p>
( 9 )	Acquisition clause	When a merger agreement regarding a merger in which the Company is the disappearing company, an absorption-type company split agreement regarding an absorption-type company split in which the Company is the splitting company or an incorporation-type company split plan regarding

		<p>an incorporation-type company split, a share exchange agreement regarding a share exchange in which the Company will be a wholly owned subsidiary, or a share transfer plan in which the Company will be a wholly owned subsidiary is approved at the Company's General Meeting of Shareholders (or in case that an approval by the General Meeting of Shareholders is not required, when a resolution is passed by the Company's Board of Directors), the Company may acquire the Stock Acquisition Rights free of charge on the date separately determined by the Company's Board of Directors.</p>
(10)	How to exercise stock acquisition rights	<p>(i) Acquisition Rights who wishes to exercise the Stock Acquisition Rights must fill out the necessary information on an exercise request form designated by the Company, sign and seal it, and submit it to the exercise request acceptance location specified in (iv) below during the exercise period specified in (7) above.</p> <p>(ii) A holder of the Stock Acquisition Rights who wishes to exercise the Stock Acquisition Rights shall submit the exercise request form (i) above to the exercise request acceptance location specified in (iv) below, and shall transfer the entire amount of the money contributed upon exercising the Stock Acquisition Rights in cash to the account designated by the Company at the payment acceptance location specified in (v) below.</p> <p>(iii) The exercise of the Stock Acquisition Rights shall take effect on the day when the documents required for the exercise request arrive at the exercise request reception location specified below and the full amount of the money to be contributed upon the exercise of the Stock Acquisition Rights is deposited into the account of the payment handling location specified below.</p> <p>(iv) Exercise Request Reception Location Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Department</p> <p>(v) Payment handling location Sumitomo Mitsui Banking Corporation, Marunouchi Branch</p>
(11)	Other important or necessary matters for investment decisions	<p>(i) Payment Amount for Stock Acquisition Rights No monetary payment is required in exchange for stock acquisition rights.</p> <p>(ii) Restrictions on the transfer of stock acquisition rights Acquisition of the Stock Acquisition Rights through transfer shall require approval from the Company's Board of Directors. (The Company's Board of Directors has a policy of not approving the acquisition of stock acquisition rights through transfer. However, this does not apply to the acquisition of stock acquisition rights through a business transfer or company split, or in the case of stock acquisition rights allocated by a securities finance company in its own name in connection with margin trading, acquisition by a securities company to which the stock acquisition rights have been transferred or by a person to which the stock acquisition rights have been transferred through a securities company in accordance with the rules of the stock exchange and securities finance company, or in other cases deemed necessary.)</p> <p>(iii) Issuance of Stock Acquisition Rights Certificates The Company will not issue stock acquisition rights certificates in relation to these stock acquisition rights.</p> <p>(iv) Arrangements for fractional shares resulting from exercise If the number of common shares of the Company to be issued to a holder who exercises a stock acquisition right is less than one share, such fractional share will be rounded down.</p> <p>(v) The offering of the Stock Acquisition Rights has not been registered or filed in, and there are no plans to register or file such in, any jurisdiction other than Japan. Therefore, foreign resident shareholders (excluding qualified institutional investors, etc. who are not subject to the above restrictions under the applicable foreign laws and regulations) should be aware that the exercise or resale of the Stock Acquisition Rights may be restricted by the securities laws and other laws and regulations applicable to them.</p>

		<p>Please note that U.S. resident shareholders (meaning "U.S. holders" as defined in Rule 800 of the U.S. Securities Act of 1933) cannot exercise the Stock Acquisition Rights.</p> <p>(vi) The Stock Acquisition Rights will become effective subject to the condition precedent that an ordinary resolution will be passed at the extraordinary general meeting of shareholders to be held on February 17, 2026 in order to confirm the intention of shareholders.</p> <p>(vii) The above items are subject to the condition that the securities registration statement for the Stock Acquisition Rights has become effective pursuant to the Financial Instruments and Exchange Act.</p>
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- (note 1) The number of shares subject to the Stock Acquisition Rights and the exercise price may be adjusted in accordance with Sections 6 and 8 of the "Issue Terms and Conditions" at the end. Please note that the other figures stated in this disclosure may also change accordingly.
- (note 2) For details of the Stock Acquisition Rights in addition to the above, please refer to the "Issue Terms and Conditions" at the end of this document.
- (note 3) Shareholders who hold shares less than one unit can request that the Company purchase their shares less than one unit (i.e., that the Company purchase shares less than 100 shares). Shares less than one unit arising from the exercise of Stock Acquisition Rights will also be subject to purchase. If you wish to use this system, please be sure to contact your securities company or other relevant party yourself.

## 2. Allocation Schedule

Schedule	Content
December 12, 2025 (Friday)	Board of Directors resolution (holding extraordinary general shareholders' meeting and allotment of shareholders)
December 15, 2025 (Monday)	Submission of securities registration statement, announcement of record date
December 31, 2025 (Wednesday)	Record date (shareholder confirmation date)
February 17, 2026 (Tuesday)	Extraordinary General Meeting of Shareholders
February 18, 2026 (Wednesday)	Allocation date and effective date
From March 2, 2026 (Monday) Until May 29, 2026 (Friday)	Exercise period for stock acquisition rights

(note) There are no plans to list the stock acquisition rights.

## 3. Purpose and Reasons for the Allocation

### (1) Purpose

#### ① Current Situation and Issues of the Company

Our company operates in the crypto asset, nickel, and real estate businesses. By promoting business diversification and working flexibly in each business to continuously improve our corporate value, we aim to become a company that is valuable to all stakeholders, including shareholders, customers, business partners, and employees, as well as to society.

The business environment surrounding our company is quite well- diversified. In the nickel industry, there is a lot of demand for nickel for automobiles, electronic devices, housing, etc., and it is an industry that is highly susceptible to the influence of global situations and economic conditions. Therefore, we must conduct our sales activities while keeping a

close eye on the nickel price on the London Metal Exchange (LME) and foreign exchange trends. In the real estate industry, it is necessary to conduct sales activities while carefully assessing trends in the real estate market, such as population decline.

Despite this challenging business environment, our company has implemented key measures to strengthen our sales base, profitability, and human resources, in line with our management policy of efficient management that emphasizes profits.

As a result, our business results for the fiscal year ended March 2025 were sales of JPY 634 million (sales of JPY 718 million in the same period of the previous year) and an operating loss of JPY 292 million (operating loss of JPY 311 million in the same period of the previous year), however, due to the recording of extraordinary income, including a gain on the sale of subsidiary shares of JPY 206 million, the net loss for the period was JPY 96 million (net income for the same period of last year was JPY 389 million). In the first quarter of the fiscal year ending March 2026, which is the ongoing period, sales were JPY 159 million, an operating loss was JPY 102 million, and a quarterly net loss was JPY 1.03 million, and in the second quarter of the fiscal year ending March 2026, sales were JPY 359 million, an operating loss was JPY 162 million, and an interim net loss was JPY 267 million. We are still not in a position to build a robust profit structure. Although we disclosed consolidated results until the second quarter of the fiscal year ended March 2025, we have been disclosing non-consolidated results since the third quarter. Therefore, as for the comparison with the operating results for the first quarter of the fiscal year ending March 31, 2026, that for the same period of the previous fiscal year is not listed.

While our current core businesses are crypto assets, nickel, and real estate, we are also working to expand and optimize our business portfolio. In particular, entering new growth fields such as crypto assets and Web3-related fields is an important measure for improving our corporate value in the medium to long term, and we aim to establish these as future pillars of revenue.

In addition, through third-party allotments of new shares carried out in March 2021 and November 2021, the Company attempted to enter the supermarket business with the aim of securing a stable source of revenue. In November 2021, we opened our first store in Kasukabe City, Saitama Prefecture, but due to intensifying price competition with other stores in the same industry in the vicinity and a slump in average customer spending, sales and profits fell far short of our targets. For this reason, we have decided to temporarily suspend operations at the end of January 2022, before incurring significant losses, and to suspend the business in May of the same year. The planned reopening date is currently under internal review and has not yet been decided.

Based on this experience in business development, we are currently selecting and concentrating on businesses that are more profitable and capital efficient, and have positioned the crypto asset business in particular as a pillar of medium- to long-term growth.

In addition, the Company is restructuring its financial structure to achieve both a reduction in interest-bearing debt and a diversified asset allocation. As announced in the "Notice Concerning the Issuance of the Fourth and Fifth Series of Unsecured Straight Bonds (Private Placement Bonds)" dated September 26, 2025, the Company issued new fourth and fifth series of unsecured straight bonds (totaling 2 billion yen) to secure the funds necessary to promote its crypto asset business.

In the cryptocurrency market, the supply and demand structure has changed since the halving and capital inflows from institutional investors via ETFs continue, raising expectations for an increase in asset values in the medium to long term. Given this environment, we have determined that it is important for us to acquire Bitcoin flexibly in a manner that does not rely solely on yen-denominated assets in our core crypto asset business, thereby enhancing both our financial soundness and asset value.

Furthermore, in the "Notice Concerning the Establishment of an Issuance Limit (Maximum JPY 10 Billion) for Straight Corporate Bonds (Private Placement Bonds) and the Execution of a Basic Agreement Regarding Underwriting" dated August 18, 2025, a contract clause stipulates that when funds are paid to the Company through the exercise of stock acquisition rights, those funds will be used preferentially to redeem the corporate bonds. Based on this, the Company will use the exercise proceeds on September 5th and October 10th, 2025 to redeem the first to third unsecured straight bonds in full and is also proceeding with the early redemption of the fourth unsecured straight bonds.

This system automatically executes the contractual process of "exercise of stock acquisition rights → inflow of funds to our company → redemption of corporate bonds," clarifying the flow of funds, reducing financial risk, and ensuring transparency in the use of funds. These measures will reduce the risk of recovering funds for bondholders and, for the Company, will improve the effectiveness of its capital policy by facilitating the smooth exercise of stock acquisition rights.

In this way, the mechanism that links the exercise of stock acquisition rights with the redemption of bonds achieves both a stable financial base and clarification of the use of funds, and is an essential element for realizing an increase in corporate value over the medium to long term.

On the other hand, given the high volatility of the cryptocurrency market, the following are issues that we must continue to address in the future: ①sufficient capital to withstand market fluctuations, ②a flexible and sustainable fundraising system, and ③eliminating information asymmetry by providing more information to investors. In order for us to further expand our business as a "cryptocurrency treasury company," it is essential that we raise additional funds to support our financial base.

However, if this capital increase were to be carried out through a conventional third-party allotment method, there is a possibility that downward pressure on the share price would arise due to sales on the market, etc., and the interests of existing shareholders would be relatively harmed.

For this reason, the Company has adopted a shareholder allotment method that provides all shareholders with a fair and equal opportunity to participate, and will implement this method after approval at the General Meeting of Shareholders.

This method will enable us to protect the interests of existing shareholders while ensuring transparency in fundraising, and will also enable us to share our growth strategy with shareholders and increase our corporate value.

## ②Measures to Address the Issues and Progress

We are implementing the following measures to address the above issues.

- Asset Allocation: Bitcoin acquisition is diversified in principle (e.g., time and quantity diversification) and carried out through domestically registered cryptocurrency exchanges. We have put in place regulations for authority management and storage to ensure safety. At this time, we have no plans to sell bitcoin in the near future.

- Selection of fundraising method: Because a third-party allotment may be detrimental to existing shareholders due to the risk of a worsening supply and demand situation associated with a sale on the market, we will adopt a shareholder allotment method that provides a fair opportunity for participation, and will be implemented after approval at the general shareholders' meeting.

- Accounting and disclosure: Conduct quarterly market value assessments and timely disclosure of important events. Regularly disclose holding KPIs (quantity, acquisition cost, and end-of-period market value), dilution impact, and fund allocation status.

- Governance and transparency: By maintaining a structure in which the proceeds from the exercise of stock acquisition rights are allocated preferentially to the redemption of corporate bonds, the circulation route of funds will be clarified and transparency will be ensured.

- New business development: Positioning development investments (strategic investments) in target companies in the digital asset field, strengthening areas surrounding our DAT strategy, and expanding our medium-term revenue base through advisory services and joint business development.

Through these efforts, we have established a foundation for implementing a new asset strategy centered on the acquisition and holding of crypto assets (BTC), and are proceeding with the transition to a Digital Asset Treasury (DAT) type financial structure.

### ③ Our Future Growth Strategy and the Purpose of the Allotment of Stock Acquisition Rights

Our growth strategy revolves around portfolio diversification through the planned accumulation of non-correlated assets and the establishment of a transparent and flexible capital policy. In addition, we will further strengthen our functions as a cryptocurrency treasury company and systematically establish the positioning of cryptocurrencies in corporate financial operations, thereby improving capital efficiency and asset protection.

The purpose of the shareholder allotment of stock acquisition rights is to establish the foundation for realizing the above strategy, and the funds raised will be used for the gradual acquisition of BTC and strategic investments in the digital asset field. This will reduce interest and redemption burdens, strengthen resilience against inflation and currency fluctuations, and capture asset growth, as well as increase corporate value by creating future profit opportunities through the expansion of new business areas.

The acquisition will be carried out carefully and gradually through a domestically registered exchange company based on the principles of time and quantity diversification, and no sales are planned for the time being. We will strive to balance investor protection with governance by thoroughly implementing quarterly market value assessments and timely disclosure, and by continuously disclosing holding KPIs (quantity, acquisition cost, and end-of-period market value) and dilution impacts.

In addition, regarding the overall picture of the Digital Asset Treasury (DAT) strategy and medium-term business development that the Company is promoting, the Company is currently compiling a business plan (medium-term management plan), which will be announced on December 24, 2025. The Company's growth and financial strategies, including fundraising through the Stock Acquisition Rights, will be comprehensively outlined in the business plan.

## (2) Reasons for choosing this fundraising method

In raising funds this time, the Company considered various methods of raising funds, including a public offering, in order to protect the interests of existing shareholders. As a result, taking into consideration the following points, we have decided to issue stock acquisition rights free of charge through an allotment to shareholders (unlisted type) as our fundraising method this time, in order to provide our existing shareholders, who have supported us for many years, with an equal investment opportunity in anticipation of our future growth, at an amount calculated by multiplying by 0.5 the closing price of our common stock in regular trading on the Tokyo Stock Exchange on December 30, 2025, the trading day immediately preceding the record date (fractions less than one yen will be rounded down).

### ① Consideration of other fundraising methods

- (i) Borrowing from financial institutions

If we were to raise funds by borrowing from financial institutions, the entire amount would become debt, further weakening our financial soundness. Therefore, we believe that raising funds through equity rather than debt is preferable.

(ii) Public Share Offerings

Issuing new shares through public offerings carries the risk of significant impact on stock prices due to the immediate dilution. Furthermore, the lengthy review and preparation required for public offerings poses challenges in terms of the agility of fundraising. Taking these points into consideration, we have determined that a public offering is not an appropriate method of raising funds at this time.

(iii) Rights offering (free allocation of listed stock acquisition rights)

Regarding rights offerings, the system is designed so that the period from the record date determining the shareholders eligible for the free allotment to the end of the exercise period is set to within two months, limiting the period during which stock acquisition rights holders can make investment decisions. Furthermore, given that issuance costs tend to be higher than other methods of fundraising, we have determined that a rights offering is not necessarily a viable method of fundraising at this time, and have therefore decided not to use this method of fundraising.

(iv) Issuance of shares, stock acquisition rights, etc. through third-party allotment

Regarding the issuance of shares, stock acquisition rights, etc. through third-party allotment, although this is a method that can raise capital funds, we have decided to exclude this method from our fundraising methods this time, as we believe it is preferable to avoid dilution of existing shares and ensure equal investment opportunities for existing shareholders, rather than diluting existing shares through third-party allotment to specific investors.

(v) Consideration of issuing stock acquisition rights free of charge through shareholder allotment (non-listed type)

In order to achieve the above-mentioned fundraising objectives, the Company has considered and compared the features of the free issuance of stock acquisition rights through a shareholder allotment (unlisted type) with other fundraising methods, and has decided to select the free allotment of stock acquisition rights as the method of fundraising.

< Merit >

(i) Providing equal investment opportunities to shareholders

One feature of this fundraising method is that the stock acquisition rights will be allocated free of charge to all existing shareholders other than the Company in proportion to the number of shares held by them, providing an equal investment opportunity to all existing shareholders. Compared to a rights offering (free allocation of listed stock acquisition rights), the exercise period is one month longer, maintaining the benefit of allowing existing shareholders to exercise their rights after confirming the Company's business progress. We believe that this system is advantageous in that it simplifies the procedures for allotment and exercise of shares and makes it easy for shareholders to understand the scheme.

(ii) Exercise of stock acquisition rights at a discounted market price

The exercise price of the stock acquisition rights will be set at 50% of the closing price of the Company's shares on December 30, 2025, the trading day immediately preceding the record date, making it easier to exercise the rights and enabling investors to enjoy investment benefits at an earlier stage.

< Demerit >

(i) Uncertainty about the amount of funding

Under this fundraising method, the Company will raise funds by exercising the stock acquisition rights issued. Therefore, depending on the investment behavior of shareholders who have been allocated the stock acquisition rights, the amount of funds raised may be less than expected. We hope that all shareholders will fully understand this fundraising method and the situation of our company through this document ("Notice Regarding Free Issuance of Stock Acquisition Rights (Unlisted) by Shareholder Allotment") and the securities registration statement



(including any subsequent amendments, if any) relating to the stock acquisition rights.

(ii) Restrictions on sale of the Stock Acquisition Rights

Unlike a rights offering (a gratis allotment of listed stock acquisition rights), the Stock Acquisition Rights will not be listed on the Tokyo Stock Exchange. Therefore, shareholders who do not wish to exercise the Stock Acquisition Rights will have limited opportunities to compensate for all or part of the demerit caused by the dilution of their share value by selling the Stock Acquisition Rights. Therefore, by setting the record date for determining the allottees of the Stock Acquisition Rights at a time that is more than two weeks from the date of submission of the securities registration statement for the Stock Acquisition Rights and the date of publication of this press release, shareholders who do not wish to exercise the Stock Acquisition Rights by the record date will have time to consider whether or not to continue holding our shares and receive the allotment of the Stock Acquisition Rights. Since the stock acquisition rights are unlisted and 2.5 shares of the Company's common stock will be allocated per stock acquisition right, existing shareholders who do not exercise the stock acquisition rights will have limited options to avoid the impact of dilution, and in order to avoid an unintended dilution of their ownership ratio, the Company has decided to hold an extraordinary general meeting of shareholders to seek the decision of shareholders regarding the issuance of the stock acquisition rights.

In light of the above, we believe that this method of raising funds, which involves issuing stock acquisition rights free of charge to existing shareholders through an unlisted shareholder allotment, is the best method of raising funds at this time, as it achieves our objectives and, as described in the merits above, gives full consideration to protecting the interests of existing shareholders, and has therefore decided to implement it.

4. Amount, Use, and Planned Expenditure Timing of Funds to be Raised

(1) Amount of Funds to be Raised (Estimated Net Proceeds)

①	Total payment amount	JPY 25,395,791,376
②	Estimated issuance costs	JPY 1,391,036,120
③	Estimated net proceeds	JPY 24,004,755,256

(note) 1. The total amount to be paid in above is based on the assumption that, if all stock acquisition rights issued through this shareholder allotment are exercised, based on the total number of issued shares of the Company as of November 30, 2025, which is 175,143,389 shares (excluding 2,360 treasury shares), the number of shares to be issued will be 437,858,472 shares, and the exercise price will be JPY 58 (the amount calculated by multiplying 116 yen, the closing price of regular trading of the Company's common shares on the Tokyo Stock Exchange on December 11, 2025, by 0.5, with any fraction less than JPY 1 rounded down) and shall be the amount calculated assuming that all of the Stock Acquisition Rights allocated are exercised, and will ultimately be determined as the closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange on December 30, 2025, the trading day immediately preceding the record date (however, if there is no closing price on that day, the trading day immediately preceding that day on which there is a closing price will be used), multiplied by 0.5 (any fraction less than one yen will be rounded down).

2. The total amount to be paid above is the total amount to be paid upon exercise of the stock acquisition rights. However, if the exercise price is adjusted, the total amount to be paid, the estimated amount of issuance expenses, and the estimated net amount may increase or decrease. In addition, if all of the Stock Acquisition Rights are not exercised, or if a Stock Acquisition Rights Holder exercises only a portion of the Stock Acquisition Rights allocated to them and as a result is unable to exercise the remaining Stock Acquisition Rights, the total amount to be paid, the estimated amount of issuance expenses, and the estimated net proceeds may decrease.

3. The estimated issuance costs are the sum of registration-related costs of JPY 115,256,000, attorney's fees of JPY 1,500,000, securities registration statement preparation support costs of JPY 3,500,000, financial advisory (hereinafter referred to as "FA") fees of JPY 1,269,789,000, and other costs of JPY 990,000. The

estimated issuance costs do not include consumption tax, etc.

4. The contract stipulates that 5% of the actual amount raised from the 10th Series of Stock Acquisition Rights will be paid to our FA as financial advisor fees. Nagatacho Legal Advisor Co., Ltd. (Address: 2-16-2 Hirakawacho, Chiyoda-ku, Tokyo; Representative: Marino Kayo; hereinafter referred to as "Nagatacho Legal Advisor") has been selected as our FA. Nagatacho Legal Advisor Co., Ltd. is an advisor independent of the Company and the allottee, and has extensive experience in advising listed companies on both legal and financial aspects of fundraising projects, including third-party allotments, MS-type warrants, convertible bonds, and private placement bonds. Recently, the firm has supported multiple new business financing projects aimed at introducing cryptocurrency-related investments and treasury functions for other than our company, and has a thorough understanding of the financing scheme we will be implementing in this case from both a systemic and market perspective. For this reason, we have judged them to be an appropriate FA to provide advice on fundraising for this project, and have selected them. We understand that the general level of FA fees is between 3% and 5%, and this project is subject to the upper limit of 5%, but we have received comprehensive support, including a wide range of advice on fundraising. In particular, given that we have received practical advice and a proposal for this fundraising that can be carried out in a short period of time, we believe that Nagatacho Legal Advisors has played an essential role in ensuring the smooth execution of the fundraising, and we have determined that the level of the FA fees is reasonable and appropriate.

## (2) Use of proceeds and planned expenditure timing

As stated in "3. Purpose and Reasons for the Allocation (1) Purpose" above, the Company aims to improve asset diversification and financial stability through the acquisition and holding of crypto assets (BTC), and positions the transition to a Digital Asset Treasury (DAT)-type financial structure as an important measure for improving corporate value in the medium to long term. We believe the necessary funds for this purpose are as follows:

< Use of funds from the Shareholder Allotment >

Specific Use of Funds	Amount	Expected timing of spending
Purchase of Bitcoin (BTC)	JPY 22,004 million	March 2026~February 2027
Funds for strategic investments in the digital asset field	JPY 2,000 million	March 2026~December 2027

- (note) 1. The amount of funds used above is the amount if all of the allocated stock acquisition rights are exercised.  
 2. The funds will be kept in bank deposits etc. until they are used for the above purposes.  
 3. In the future, if there are any changes in the environment surrounding our company, etc., we may change the use or amount of funds depending on the situation at the time. If there are any changes in the use or amount of funds, we will promptly disclose and announce them.

### ① Purchase Bitcoin (BTC)

As of October 31, 2025, the Company holds 296.2406218 BTC (total purchase amount: JPY 5 billion, average purchase price: JPY 16,878,171 per Bitcoin), and in the most recent transaction on October 2, 2025, the Company acquired an additional 114.25959781 BTC (total acquisition amount: JPY 2 billion), thereby increasing its holdings as planned.

As announced in the "Notice Regarding Changes (Expansion) to the Cryptocurrency (Bitcoin) Investment Limit" dated September 1, 2025, we have been working to diversify and improve the stability of our fundraising sources in collaboration with our financial partner, Long Corridor Asset Management Limited. With the background of this collaboration, taking into account the outlook for funding, the Company has adopted a policy of gradually expanding its cryptocurrency acquisition capacity, and as announced in the "Notice Regarding Changes (Expansion) in Investment Limits for Cryptocurrencies (Bitcoin)" dated September 1, 2025, the Company planned to increase its planned holding amount to JPY 9.6 billion for the one-year period beginning September 1, 2025. The implementation of acquisition was based on a gradual process, based on internal

regulations, risk management, accounting policies and disclosure procedures.

Through a third-party allotment of new shares and a corporate bond issuance carried out from August to October 2025, the Company acquired approximately JPY 5 billion worth of BTC in a short period of time. During this first phase, we gained a certain level of market recognition as a company implementing a Digital Asset Treasury (DAT) strategy, and established a foundation for placing Bitcoin holdings at the core of our financial strategy.

Our goal in moving to the second phase is to strategically expand our BTC holdings on this foundation and further increase the corporate value of DAT. Our medium-term goal is to hold 1,000 BTC between March 2026 and February 2027, which is the planned period for expenditure under the above <Use of Proceeds from the Shareholder Allotment>. We recognize that achieving this goal in stages is an important step that will contribute to increasing our corporate value.

While BTC has high volatility, it is an asset with excellent long-term value preservation and diversification effects, and periods of price correction can be seen as opportunities to acquire. Therefore, accumulating investments over the medium term while diversifying the timing and quantity of acquisitions will lead to the leveling of acquisition prices, which is consistent with our DAT strategy, which is based on long-term holdings.

On the other hand, the previous fixed limit of "annual limit of JPY 9.6 billion" placed restrictions on the timing and amount of acquisition when we strategically accumulated 1,000 BTC over the medium term. For this reason, we have decided to abolish the annual upper limit system and shift to a policy that allows us to make flexible and agile acquisition decisions based on our medium-term acquisition plans and market conditions.

Furthermore, since November 2025, the Bitcoin price has temporarily entered a correction phase, and it has become clear that our DAT strategy, which is based on diversified acquisition, requires flexibility to acquire DATs swiftly during price corrections in order to level out acquisition costs over the long term.

Having completed the first phase and set a new medium-term quantitative target (1,000 BTC), we have come to the realization that a fixed annual cap based on monetary value is inconsistent with this quantity-based strategy.

For this reason, we have decided that it is appropriate to review the annual cap method and transition to a method that allows for flexible acquisition decisions based on market conditions.

Therefore, taking into consideration consistency with our new mid-term goal (strategic accumulation of 1,000 BTC) established after the first phase, we have decided that it is appropriate to transition from the annual cap method to a more flexible and effective acquisition policy.

Our acquisition policy is based on the following basic principles:

- (1) Flexible acquisition decisions based on market conditions and price trends,
- (2) Leveling price fluctuation risk by diversifying acquisition quantities and timing,
- (3) Careful decision-making based on internal regulations, governance, and risk management.

In addition, we have set the achievement of 1,000 BTC as our next milestone as a clear indicator of our medium-term asset building. We believe that holding a certain amount of Bitcoin will increase the diversification effect of our asset portfolio and be important in demonstrating to the market the reliability and sustainability of our DAT strategy.

Furthermore, in the long term, as our BTC holdings grow, we are considering the possibility of expanding beyond physical holdings to include ancillary services such as lending, staking, and loan transactions secured by

BTC. These operations will lead to the effective use of digital assets and increased revenue opportunities, and are areas that we can consider as a way to increase our future corporate value.

However, as these derivative businesses require legal approvals, internal control systems, and sophisticated risk management, no specific implementation has been decided at this time. We will carefully consider this as a future option, taking into account future market trends, legal regulations, guidelines from supervisory authorities, etc., and on the premise that appropriate governance is established.

Furthermore, this will not be a capital increase allocated to specific third parties as was done previously, but rather will be implemented through a "shareholder allotment" which will provide existing shareholders with an equal opportunity to participate. This will reduce the risk of selling (so-called selling pressure) and promote the conversion of our company to a DAT in a way that aligns shareholder interests with the enhancement of corporate value.

The reasons for our accelerating acquisition of Bitcoin are as follows: First, to increase our resilience to inflation and currency fluctuations and to build an asset allocation that is not overly dependent on yen-denominated assets. Bitcoin has a relatively low correlation with traditional assets such as stocks, bonds, foreign exchange, and commodity markets (so-called legacy financial assets), and while it can be expected to have long-term diversification benefits, it does carry the risk of incurring valuation losses due to large fluctuations in market prices or short-term declines. To address such price fluctuation risks, we will make short-term price fluctuation risks visible through quarterly mark-to-market assessments and timely disclosure and will thoroughly implement highly transparent management. Second, the market environment calls for flexible acquisitions, such as changes in the supply and demand structure after the halving period (*note*) and an influx of institutional investor money. By swiftly procuring funds, we aim to maximize business value by not missing acquisition opportunities. Third, while maintaining consistency with the policy of prioritizing funds for early redemption of corporate bonds in the previous fundraising, from now on, funds after redemption will be systematically allocated to acquiring BTC, further enhancing the consistency of the use of funds.

(*note*) (注) Halving: Bitcoin has a set issuance limit of 21 million, and a "halving" occurs approximately every four years, when mining rewards are halved. This systematically reduces new supply and is expected to affect market supply and demand.

The main risks associated with acquiring BTC include: ①price fluctuation risk, ②liquidity risk, ③security risk related to storage and management, and ④the risk of incurring accounting impairment losses.

In response to these issues, we have implemented measures such as ①leveling out the risk of price fluctuations by diversifying the amount and timing of acquisitions, ②complying with laws and regulations and reduce credit risk by limiting transactions to registered domestic cryptocurrency exchange businesses, ③establishing a system of mutual checks and balances by assigning multiple administrators, with different administrators holding wallet IDs and passwords and two-step authentication passwords, and strictly managing access rights, and ④establishing a continuous monitoring system with quarterly mark-to-market valuations and timely disclosure.

Through these systems, we will strengthen governance regarding the acquisition, holding, and disclosure of cryptocurrencies and ensure the effectiveness of risk management.

## ② Funds for strategic investments in the digital asset field

Of the funds raised through this financing, JPY 2,000 million remaining after allocation to the acquisition of Bitcoin (BTC) will be allocated to strategic investments in the digital asset field.

The Company aims to strengthen its business foundation in the digital asset and Web3 fields and launch an investment business. As part of this, the Company plans to make strategic investments (JPY 2,000 million) in external companies that are expected to grow in the digital asset field, with the aim of developing their businesses over the medium to long term.

The target company has a developing business base and is in the early stages of full-scale development of its digital asset-related business. In addition to capital participation, we will provide support such as

- providing advisory services regarding digital asset management and administration
- supporting the development of internal control and risk management systems
- co-developing investment businesses (fund businesses, etc.)

With such initiative, we will provide close support to help these companies grow their businesses. This strategic investment is positioned as a nurturing and co-creation type business investment in an external company, and we believe it will contribute to expanding the areas surrounding our DAT strategy and creating future business opportunities. This is not simply a short-term financial investment but aims to increase our medium- to long-term business value through the growth of the target company. The name of the investee company is currently under discussion and will not be disclosed, but it is a company that is expected to have business synergies with our company and will be able to play a part in our digital asset strategy.

As stated above, the funds obtained through the exercise of stock acquisition rights through the Free Allotment to Shareholders will be used to fund the gradual acquisition of BTC and strategic investments in the digital asset field. This will allow us to further strengthen our existing BTC position as a medium- to long-term stock-type asset, and through development investments in target companies, we will be able to expand the areas surrounding our DAT strategy and create future business opportunities.

Furthermore, we believe that diversifying the timing and quantity of acquisitions will allow us to appropriately respond to price fluctuation risks, while strengthening our financial strategy consistent with our existing holding policy, thereby contributing to the stability of our financial base and the improvement of our corporate value.

The expected expenditure periods are from March 2026 to February 2027 for "Purchases of Bitcoin (BTC)" and from March 2026 to December 2027 for "Funds for strategic investments in the digital asset field." As the exercise of the stock acquisition rights is at the discretion of the stock acquisition rights holder, it is currently difficult to incorporate the payment amount, use of funds, and timing of expenditure into financial plans. However, the funds raised are planned to be used to expand the Digital Asset Treasury (DAT) strategy being promoted by the Company, acquire Bitcoin (BTC) which will contribute to the improvement of corporate value in the medium to long term, and make strategic investments in target companies.

Additionally, the currently anticipated exercise rate is approximately 50% based on the exercise amount, and the payment amount based on this will be approximately JPY 12.6 billion. This exercise ratio is 56.99%, which is the same as the exercise record of other companies using similar schemes (hereinafter referred to as the "Exercise Record of Other Companies"). Taking into account the voting rights exercise rate at the Company's most recent general shareholders' meetings (50.15-52.21% from the 103rd to 105th Ordinary General Shareholders' Meetings) and the exercise price of the Stock Acquisition Rights, which was set at a discount (50% discount) to the market price, we have determined that an exercise rate of approximately 50%, which is the same level as the exercise record of other companies (56.99%), is a level that is fully achievable. We will implement measures to encourage shareholders to exercise their votes, such as proactive investor relations activities, during the upcoming exercise period.

## 5. Approach to the rationality of the use of funds

As stated above in "4. Amount, Use, and Planned Expenditure Timing of Funds to be Raised (2) Use of proceeds and planned expenditure timing" the funds raised through the exercise of the Stock Acquisition Rights through the Free Allotment of Stock to Shareholders will be used to acquire Bitcoin (BTC) and make strategic investments in target companies, which are necessary to stabilize the Company's financial base and improve its corporate value.

## 6. Rationality of the issuance conditions, etc.

### (1) Basis, etc. regarding exercise price and its calculation

The issuance of these stock acquisition rights will be made by way of a gratis allotment of stock acquisition rights as provided for in Article 277 of the Companies Act, and no payment or other procedures will be required from shareholders upon issuance. Currently, we are working on the improvement measures we have formulated, obtaining working capital through this financing, and improving our profitability by implementing our growth strategy, which are necessary to increase and maintain shareholder value, and we therefore require the support of our shareholders and investors. Therefore, in light of the fact that the purpose of this is to provide all shareholders who have supported us for a long time with equal investment opportunities in anticipation of the Company's future growth, the Offer Price has been designed as follows, at an amount calculated by multiplying the closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange on December 30, 2025, the trading day immediately preceding the record date, by 0.5 (fractions less than JPY 1.0 will be rounded down).

- (i) The price per common share of the Company to be paid upon exercise of the Stock Acquisition Rights will be the closing price of the Company's common shares in regular trading on the Tokyo Stock Exchange on December 30, 2025, which is the trading day immediately preceding the record date for the Stock Acquisition Rights (however, if there is no closing price on that day, the trading day immediately preceding that day on which there is a closing price will be used), multiplied by 0.5 (fractions less than JPY 1.0 will be rounded down). Regarding the 50% discount, based on the recent trend of the Company's stock price and the amount of capital required for this transaction and taking into account that we intended to provide an equal investment opportunity to existing shareholders who have supported us for a long time with an amount calculated by multiplying the closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange on December 30, 2025, the trading day immediately preceding the record date, by 0.5 (fractions less than JPY 1.0 will be rounded down), we have considered several patterns for the discount rate. As a result, we have determined that 50% will meet the required capital amount and will also contribute significantly to encouraging shareholders to exercise their votes, and have therefore decided that this is optimal. Specifically, using the most recent share price of JPY 116 as the benchmark, we calculated exercise rates of 15%, 25%, and 35% at three levels being 30% (JPY 81), 40% (JPY 69), and 50% (JPY 58). As a result, we believe that a 30-40% discount would be less effective in encouraging shareholders to exercise their stock acquisition rights and would result in a lower expected exercise rate, and therefore would not be sufficient to secure the amount of funds expected for the use of funds. On the other hand, we believe that a 50% discount is expected to both encourage shareholders to exercise their stock acquisition rights and secure the necessary funds. For these reasons, we have determined that adopting this level is reasonable. Furthermore, in cases where other companies have adopted similar shareholder allotment schemes, the discount rate has been confirmed to be 50% and given that this level is standard in market practice, we have determined that it is within a consistent range. Based on the above, we believe that a 50% discount is the most reasonable setting from the perspectives of ①funding sufficiency, ②encouraging shareholders to exercise their stock acquisition rights, and ③consistency with market practices. Therefore, in determining the exercise price, based on the maximum use of funds of JPY 24,004 million as described in "4. Amount, Use and Planned Schedule of Expenditure of Funds to be Raised (1) Amount of Funds to be Raised (Estimated Net Proceeds)" above, we have determined that the amount that existing shareholders will find beneficial as an investment opportunity in order to secure a 50% exercise ratio necessary to raise the funds required by the Company is a 50% discount, which is approximately half the market price, and is the most reasonable amount in terms of encouraging the exercise of the stock acquisition rights.
- (ii) Our share price has fluctuated between JPY 113 and JPY 311 at closing prices from July to October 2025, rising to over JPY 300 in early September before falling back to the JPY 140 level in mid-October, indicating that the current environment remains highly volatile. Under these circumstances, we have designed this shareholder allotment to express our deep gratitude to our shareholders for their support and to provide equal participation opportunities. The exercise price of the stock acquisition rights will be issued at a 50% discount from the market price on December 30, 2025, the trading day immediately preceding the record date, making it easier for shareholders to participate and realize the merits of their investment, which is expected to encourage the exercise of the stock acquisition rights. In addition, assuming an exercise ratio of around 50%, if one stock acquisition right is designed to allow two shares to be acquired, it will be necessary to exercise more stock acquisition rights to acquire a certain number of shares, which will result in a relatively large investment burden on shareholders. On the other hand, a design of 2.5 shares will enable investors to acquire more shares by exercising fewer stock acquisition rights at the same exercise price, making it easier to enjoy the investment merits while reducing the burden, making it easier to participate. In this way, we will be able to expand opportunities for substantial returns to shareholders and increase the possibility of reducing the scale of dilution that may result from additional financing. Therefore, we have designed the Stock Acquisition Rights so that one Stock Acquisition Right can be exercised to acquire 2.5 common shares of the Company.
- (iii) The Stock Acquisition Rights are designed so that one Stock Acquisition Right can be used to acquire 2.5 common shares of the Company in order to raise the funds required by the Company for the design of the Stock Acquisition Rights. However if existing shareholders exercise all of the stock acquisition rights allocated to them, there will be no

dilution of their ownership ratios. Although there is a possibility that the equity ratio will be diluted if some or all of the rights are not exercised, the purpose of this financing is to raise the funds necessary to strategically hold a portion of the Company's assets as digital assets in preparation for future economic and financial risks, and to strengthen the Company's financial base and improve shareholder value in the medium to long term by increasing capital through the exercise of the stock acquisition rights, and therefore the Company has determined that the number of stock acquisition rights to be issued is reasonable. Please note that the issuance of these stock acquisition rights will result in the Company's current total number of issuable shares (authorized capital) being insufficient, and therefore the issuance of these stock acquisition rights is subject to a resolution to amend the Articles of Incorporation at the Company's extraordinary general meeting of shareholders scheduled to be held on February 17, 2026.

- (iv) The exercise period for the stock acquisition rights is set at three months in order to allow shareholders to enjoy the investment merits as early as possible and to enable the Company to raise funds as early as possible.

As such, in this free allotment of stock acquisition rights, the exercise price is calculated based on the Company's share price as of the record date, and the number of common shares to be issued upon exercise of one stock acquisition right and the exercise period are specified, so we believe that the issuance conditions are reasonable.

## (2) Acquisition clause and consideration

When a merger agreement regarding a merger in which the Company is the disappearing company, an absorption-type company split agreement regarding an absorption-type company split in which the Company is the splitting company or an incorporation-type company split plan regarding an incorporation-type company split, a share exchange agreement regarding a share exchange in which the Company is a wholly owned subsidiary, or a share transfer plan in which the Company is a wholly owned subsidiary is approved at the Company's general meeting of shareholders (if approval by the General Meeting of Shareholders is not required, a resolution will be passed by the Company's Board of Directors), the Stock Acquisition Rights will be acquired free of charge on the date separately determined by the Company's Board of Directors. Please note that the stock acquisition rights acquired by the Company free of charge will be disposed of by the Company.

## 7. Method of disclosing exercise status

Regarding the exercise status and total number of issued shares during the exercise period of the stock acquisition rights, information on the exercise status of the previous month will be published once a month during the exercise period of the stock acquisition rights, in principle, and the results of exercise completion will also be published after the expiration of the exercise period.

## 8. Future outlook

The impact of this gratis allotment of stock acquisition rights on our business performance has not yet been determined, as the timing and scale of the exercise of the stock acquisition rights are uncertain. However, if there are any matters that need to be disclosed or if there is any impact on our business performance in the future, we will promptly disclose them.

## 9. Other matters necessary for investors to properly understand and judge company information

- (1) Current number of issued shares, potential latent shares, and treasury shares (as of November 30, 2025), and the number of potential shares to be allocated

	Number of shares	Percentage of issued shares
Current number of issued shares	175,145,749 shares	100%
Current number of potential latent shares	24,100,000 shares	13.76%
Current number of treasury shares	2,360 shares	0.0%
Number of potential latent shares due to allotment	437,858,472 shares	250%

(note) "Ratio to number of issued shares" is rounded to one decimal place.

- (2) Information on dilution due to potential latent shares, etc.

As of November 30, 2025, the total number of issued shares of the Company is 175,143,389 shares (excluding 2,360

treasury shares). If all of the Stock Acquisition Rights are exercised, the number of shares to be issued will be 437,858,472 shares. The ratio of the number of potential latent shares associated with the Stock Acquisition Rights to the total number of issued shares stated above will be 250%.

The stock acquisition rights will be allocated in proportion to the number of shares held by each shareholder, so shareholders who exercise all of the stock acquisition rights allocated to them will not experience dilution of their shareholding ratio. On the other hand, if the stock acquisition rights are not exercised or if the remaining stock acquisition rights cannot be exercised as a result of partial exercise of the stock acquisition rights, the shareholding ratio of the Company's common stock held by shareholders may be diluted.

However, our business results for the fiscal year ended March 2025 were sales of JPY 634 million (sales of JPY 718 million in the same period of the previous fiscal year) and an operating loss of JPY 292 million (operating loss of JPY 311 million in the same period of the previous fiscal year). Due to the recording of extraordinary income, including a gain on the sale of subsidiary shares of JPY 206 million, the net loss for the period was JPY 96 million (net income for the same period last year was JPY 389 million). In the first quarter of the fiscal year ending March 2026, which is the ongoing period, sales were JPY 159 million, an operating loss was JPY 102 million, and a quarterly net loss was JPY 1.03 million. In the second quarter of the fiscal year ending March 2026, sales were JPY 359 million, an operating loss was JPY 162 million, and an interim net loss was JPY 267 million. As we are still not in a position to build a robust profit-making structure, we will strengthen our financial base by increasing capital through the exercise of the stock acquisition rights of shareholders who have been allocated these rights, which we believe will ultimately contribute to improving our future corporate value and, ultimately, shareholder value.

### (3) Exercise of the Stock Acquisition Rights by Stock Acquisition Right Holders residing overseas

The offering of the Stock Acquisition Rights has not been registered or filed in any jurisdiction other than Japan, and there are no plans to do so. Therefore, foreign resident shareholders may be subject to restrictions on the exercise or resale of the Stock Acquisition Rights pursuant to the securities laws and other laws applicable to them, and foreign resident shareholders (excluding qualified institutional investors, etc. who are not subject to the above restrictions pursuant to the laws and regulations of the foreign countries applicable to such shareholders) should be aware of this point. Please note that U.S. resident shareholders (meaning "U.S. holders" as defined in Rule 800 of the U.S. Securities Act of 1933) will not be able to exercise the Stock Acquisition Rights.

Regarding the restrictions on foreign shareholders who received the stock acquisition rights, we have carefully considered whether they conflict with the principle of shareholder equality under the Companies Act. The Company believes that ① it would be extremely burdensome to investigate and identify countries to which the securities laws of the United States and other countries may apply, to investigate whether foreign resident shareholders reside in those countries, and to carry out procedures such as registration in those countries that may be necessary if the exercise of stock acquisition rights by shareholders residing in those countries were permitted, while after careful consideration, taking into account the fact that ② in this case, the Stock Acquisition Rights may be transferred by foreign resident shareholders, subject to approval by the Company's Board of Directors, and ③ the number of common shares of the Company held by foreign resident shareholders as of September 30, 2025 is only 10,165,772 shares in total (6.52% of the total number of issued shares of the Company as of that date). In light of the above points and after careful consideration, we have determined that, in carrying out the gratis allotment of stock acquisition rights, it is necessary to restrict the exercise of the rights, taking into account the administrative and cost burden that would be incurred if foreign shareholders were allowed to exercise the rights. Furthermore, if a foreign resident shareholder is able to purchase shares in the Japanese market, the foreign resident shareholder can maintain his/her ownership ratio by purchasing shares. For these reasons, the Company has ultimately determined that the restriction is reasonable and appropriate treatment based on legitimate grounds and does not violate the principle of shareholder equality.

## 10. Business performance and equity financing status for the past three years

### (1) Performance for the last three years (non-consolidated)

	FY ended March 2023	FY ended March 2024	FY ended March 2025
Sales	JPY 1,360,625,000	JPY 1,544,385,000	JPY 634,428,000
Operating profit	JPY △117,222,000	JPY △278,896,000	JPY △292,075,000



Ordinary profit	JPY △93,423,000	JPY 282,397,000	JPY △295,594,000
Net income	JPY △105,516,000	JPY 426,423,000	JPY △96,734,000
Net income per share	JPY △0.75	JPY 3.01	JPY △0.68
Dividend per share	—	—	—
Net assets per share	JPY 18.58	JPY 21.26	JPY 20.28

(note) The figures above are on a consolidated basis as consolidated financial statements were prepared for the fiscal years ended Mar 31, 2023 and 2024. Therefore, consolidated financial figures are shown for sales, ordinary profit, net income, net income per share and net assets per share for the fiscal years ended March 2023 and March 2024.

(2) Current status of total number of issued shares and potential latent shares (as of November 30, 2025)

	Number of shares	Percentage of total number of
Total Number of Issued Shares	175,145,749 shares	100%
Number of Potential Latent Shares at the Current Conversion Price (Exercise Price)	24,100,000 shares	13.76%
Number of Potential Latent Shares at the Lower Conversion Price (Exercise Price)	24,100,000 shares	13.76%
Number of Potential Latent Shares at the Upper Conversion Price (Exercise Price)	—	—

(3) Equity Financing Status for the Past Three Years

- Issuance of the 8th Series Stock Acquisition Rights (with Exercise Price Adjustment Provision) and the 9th Series Stock Acquisition Rights (with Exercise Price Adjustment Option) through Third-Party Allotment

Payment date	September 4, 2025
Number of stock acquisition rights issued	555,000 units 8th Stock Acquisition Rights: 334,500 units 9th Stock Acquisition Rights: 220,500 units
Issue price	Total amount: JPY 40,842,000 8th Series Stock Acquisition Rights: JPY 24,084,000 (JPY 72.0 per one unit of 8th Series Stock Acquisition Rights) 9th Series Stock Acquisition Rights: JPY 16,758,000 (JPY 76.0 per one unit of 9th Series Stock Acquisition Rights)
Amount of funds scheduled to be raised at the time of issuance	JPY 6,811,842,000 (Breakdown) Issued stock acquisition rights: JPY 40,842,000 8th stock acquisition rights: JPY 24,084,000 9th stock acquisition rights: JPY 16,758,000 Exercised stock acquisition rights: JPY 6,771,000,000 (Note) 8th stock acquisition rights: JPY 4,080,900,000 9th stock acquisition rights: JPY 2,690,100,000 (Note) Calculated based on the initial exercise price.
Allottee	8th Stock Acquisition Rights Long Corridor Alpha Opportunities Master Fund MAP246 Segregated Portfolio BEMAP Master Fund Ltd. 9th Stock Acquisition Rights KAY LEO BROTHERS LIMITED Yuta Misaki
Number of shares issued at the time of offering	141,593,749 shares
Number of potential latent shares in the offering	Number of potential latent shares: 22,050,000 shares in total 8th Series Stock Acquisition Rights: 0 shares 9th Series Stock Acquisition Rights: 22,050,000 shares

	<p>The minimum exercise price for the 8th Series Stock Acquisition Rights is JPY 68. There is no maximum exercise price for the 8th Series Stock Acquisition Rights. The initial exercise price for each stock acquisition right will be JPY 122. However, the exercise price for the 8th series stock acquisition rights will be adjusted to the adjusted base date price on or after September 16, 2025, if the adjusted base date price, which will be 90% of the closing price for the week prior to the week in which the notice of exercise request for the stock acquisition rights was made (or the immediately preceding closing price if there is no closing price on that day), rounded up to the nearest whole number, is higher or lower more than JPY 0.1 than the exercise price in effect immediately prior to the adjustment base date, the exercise price will be adjusted to the adjusted base date on or after the adjustment date. In this case, the minimum exercise price will be 50% of the closing price on the Tokyo Stock Exchange on the trading day immediately preceding the date of the issuance resolution. Note that even at the minimum exercise price, the number of potential latent shares will not change from the figures stated above.</p> <p>The minimum exercise price for the 9th stock acquisition rights is JPY 68. Even at the minimum exercise price, the number of potential latent shares will not change from the figure stated above.</p>
Current Exercise Status	Number of exercised shares: 33,450,000 shares (220,500 units of stock acquisition rights remaining)
Current Amount of Proceeds Raised	JPY 4,341,740,320 8th Stock Acquisition Rights: JPY 4,324,982,320 9th Stock Acquisition Rights: JPY 16,758,000
Initial Use of Proceeds at the Time of Issuance	① Bond redemption ② Bitcoin (BTC) purchase
Current allocation status	<p>Regarding the 8th Series of Stock Acquisition Rights, we had initially planned to use JPY 1,000 million to redeem bonds. However, as stated in the "Change in Use of Funds Associated with Partial Early Redemption of the 4th Series of Unsecured Straight Bonds (Private Placement Bonds) and the 5th Series of Unsecured Straight Bonds (Private Placement Bonds)" dated November 28, 2025, we have changed the use of funds and allocated JPY 4,225 million to redeem bonds.</p> <p>As of November 30, 2025, the 9th stock acquisition rights have not yet been exercised, and no funds have yet been raised through payment.</p>

(4) Recent stock price situation

① Status for the past three years (at the end of fiscal period)

	FY ended March 2023	FY ended March 2024	FY ended March 2025
Opening price	JPY 36	JPY 25	JPY 24
Highest price	JPY 37	JPY 27	JPY 129
Lowest price	JPY 23	JPY 20	JPY 19
Closing price	JPY 25	JPY 25	JPY 116

② Status over the past six months

	June 2025	July 2025	August 2025	September 2025	October 2025	November 2025
Opening price	JPY 80	JPY 310	JPY 121	JPY 243	JPY 196	JPY 143
Highest price	JPY 422	JPY 311	JPY 290	JPY 337	JPY 198	JPY 147
Lowest price	JPY 75	JPY 110	JPY 112	JPY 185	JPY 128	JPY 109
Closing price	JPY 315	JPY 123	JPY 193	JPY 199	JPY 144	JPY 144

③ Stock price on the day before the issuance resolution date

	December 11, 2025
Opening price	JPY 122
Highest price	JPY 123
Lowest price	JPY 116
Closing price	JPY 116

## S-Science Co., Ltd. 10th Stock Acquisition Rights Issue Details

1. Name of Stock Acquisition Rights: S-Science Co., Ltd. 10th Series Stock Acquisition Rights

2. Payment Amount for Stock Acquisition Rights

No monetary payment is required in exchange for the stock acquisition rights.

3. Allocation Method

The Stock Acquisition Rights will be allocated to shareholders listed or recorded in the Company's final shareholder register as of the record date (defined in Paragraph 4) at a ratio of one Stock Acquisition Right for each common share of the Company held by the shareholders. However, Stock Acquisition Rights will not be allocated to common shares of the Company held by the Company.

4. Record Date:

December 31, 2025 (hereinafter referred to as the "Record Date")

5. Effective Date of the Allotment of Stock Acquisition Rights:

February 18, 2026 (hereinafter referred to as the "Effective Date")

6. Type and Number of Shares to be Issued through Stock Acquisition Rights

(1) The type of shares to be issued through the Stock Acquisition Rights shall be the Company's common stock.

(2) The total number of new common shares to be issued by the Company or the disposition of common shares held by the Company in lieu of such issuance (the issuance of new shares and the disposal of treasury shares hereinafter collectively referred to as the "Delivery") as a result of the exercise of the Stock Acquisition Rights shall be 2.5 times the total number of shares held by each shareholder of the Company as recorded or entered in the final shareholder register of the Company on the record date (excluding the number of treasury shares). However, if the number of shares underlying one Stock Acquisition Right is adjusted pursuant to this paragraph (3), the total number of shares underlying the Stock Acquisition Right will be adjusted accordingly.

(3) The number of shares underlying one Stock Acquisition Right (hereinafter referred to as the "Number of Target Shares") shall be 2.5 shares. However, if the exercise price is adjusted in accordance with Section 8 after the effective date of the Stock Acquisition Right, the Number of Target Shares shall be adjusted according to the following formula.

$$\text{Number of shares after adjustment} = \frac{\text{Number of shares before adjustment} \times \text{Exercise price before adjustment}}{\text{Exercise price after adjustment}}$$

The exercise price before adjustment and the exercise price after adjustment in the above formula shall be the exercise price before adjustment and the exercise price after adjustment set forth in the same paragraph. The calculation using the above formula shall be made to two decimal places and shall be rounded down to one decimal place.

In addition, the adjusted number of target shares will apply from the date on which the adjusted exercise price set forth in the same paragraph is applied in relation to the adjustment of the exercise price pursuant to the same paragraph relating to the reason for adjustment.

7. Value of Assets to be Contributed Upon Exercise of Stock Acquisition Rights and Method of Calculation

(1) The assets to be contributed upon the exercise of the Stock Acquisition Rights shall be money, and the value of each Stock Acquisition Right to be contributed upon the exercise of the Stock Acquisition Rights shall be the number of applicable shares multiplied by the exercise price set out below, with any fraction less than JPY 1.0 resulting from the calculation being rounded up or down.

(2) In the event that the Company issues its common shares upon the exercise of the Stock Acquisition Rights, the value of the assets to be contributed per share (hereinafter referred to as the "exercise price") shall be the closing price of the Company's common shares in regular trading on the Tokyo Stock Exchange, Inc. on December 30, 2025, the trading day immediately preceding the record date (This refers to the day on which the Tokyo Stock Exchange, Inc. opens a trading session. The same applies hereinafter.) (however, if there is no closing price on that day, the trading day immediately preceding that day on which there is a closing price shall be used), multiplied by 0.5, with any fraction less than one yen rounded down.

## 8. Adjustment of Exercise Price

- (1) If the Company conducts a stock split or reverse stock split after the Effective Date, the exercise price shall be adjusted according to the following formula, and any fraction less than JPY 1.0 resulting from the adjustment shall be rounded to the nearest yen.

$$\text{Adjusted number of shares allocated} = \text{Exercise price before adjustment} \times \frac{1}{\text{Stock split or reverse stock split ratio}}$$

The adjusted exercise price will apply from the day following the record date for the stock split or the day on which the stock consolidation takes effect.

- (2) If the Company's common shares are issued due to any of the events set forth in Item (3) of this paragraph, the Company shall adjust the exercise price using the following formula (hereinafter referred to as the "Exercise Price Adjustment Formula"), and any fraction less than JPY 1.0 resulting from the adjustment shall be rounded off to the nearest yen.

$$\text{Adjusted exercise price} = \text{Exercise price before adjustment} \times \frac{\text{Number of issued common shares} + \frac{\text{Number of common shares to be issued} \times \text{Paid amount per share}}{\text{Market price per share}}}{\text{Number of issued common shares} + \text{Number of common shares to be issued}}$$

- (3) In the case of adjusting the exercise price using the Exercise Price Adjustment Formula, and for the timing of application of the adjusted exercise price, it shall be as follows:

- ① If the Company's common stock is newly issued with a payment amount that is lower than the market price set forth in Item (5)① of this paragraph (however, this does not apply when shares are delivered in exchange for the acquisition of shares with put options issued by the Company, when they are delivered as a result of a merger, etc., when treasury shares are sold pursuant to Article 194 of the Companies Act, or when stock acquisition rights, bonds with put options, or other securities or rights that entitle a person to request the delivery of the Company's common shares are claimed or exercised.), the adjusted exercise price will apply from the day after the payment due date (if a payment period is set forth in the offering, the last day of such payment period; the same applies hereinafter), or, if there is a record date for the shareholder allotment, from the day after that date.
- ② If the Company's common shares are issued through a gratis allotment of shares, the adjusted exercise price will apply from the day after the record date for granting common shareholders the right to receive the gratis allotment of the Company's common shares if there is such a record date; if there is no record date for granting common shareholders the right to receive the gratis allotment of the Company's common shares and if the Company's common shares are allotted to shareholders (excluding common shareholders) without contribution, the adjusted exercise price will apply from the day after the date on which such allotment becomes effective.
- ③ In the case of issuing shares with put options that stipulate that in exchange for the acquisition of such shares, the Company's common shares will be issued at a price lower than the market price stipulated in Item (5)① of this paragraph (including cases of free allocation) or in the event that stock acquisition rights, bonds with stock acquisition rights, or other securities or rights that allow the issuance of the Company's common stock at a price lower than the market price set forth in (5)(i) of this paragraph are issued (including gratis allotments, but excluding issuance of stock acquisition rights as stock options to directors, auditors, advisors and employees of the Company, and directors, auditors and employees of the Company's subsidiaries, etc.), the adjusted exercise price will be calculated by applying the exercise price adjustment formula mutatis mutandis, assuming that all issued shares with put options, stock acquisition rights, bonds with stock acquisition rights, and other securities or rights have been requested or exercised at the exercise price at the time of issuance and that the Company's common shares have been delivered, and will apply from the day following the payment date (the allotment date in the case of the issuance of stock acquisition rights or bonds with stock acquisition rights, or the date on which the allotment takes effect in the case of a gratis allotment). However, if there is a record date for the allocation of the rights, this will apply from the day after that date. Notwithstanding the above, in case that the value of the consideration for the Company's common shares to be delivered upon request or exercise has not been determined at the time of issuance of the shares with put options, stock acquisition rights, bonds with stock

acquisition rights, or other securities or rights, the adjusted exercise price will be calculated by applying the exercise price adjustment formula, assuming that all shares with put options, stock acquisition rights, bonds with stock acquisition rights, and other securities or rights issued at the time the value of the consideration is determined have been requested or exercised under the conditions at the time the value of the consideration is determined, and the Company's common shares have been delivered and this shall apply from the day following the day on which the value of the consideration is determined.

- ④ In each of the Company's actions that are grounds for adjusting the exercise price in each of the transactions set forth in Items ① to ③ of this section, if a record date is set for the allocation of the rights and the effectiveness of each action is conditional on approval by the General Meeting of Shareholders, the Board of Directors, or other organs of the Company after such record date, then notwithstanding the provisions of Items ① to ③ of this section, the adjusted exercise price will apply from the day following the day on which such approval is obtained. In this case, the number of common shares of the Company to be delivered to the holders of stock acquisition rights who exercised the stock acquisition rights during the period from the day following the record date until the day on which the act was approved (the number of shares that can be delivered by exercising such stock acquisition rights is hereinafter referred to as the "Number of Shares Exercised Before Approval") shall be determined in accordance with the following formula:

$$\text{Number of shares} = \frac{(\text{Exercise price before adjustment} - \text{Exercise price after adjustment}) \times \text{Number of shares to be exercised before approval}}{\text{Adjusted exercise price}}$$

- (4) Notwithstanding the provisions of items (1) and (2) of this paragraph, the exercise price will not be adjusted as long as the difference between the adjusted exercise price calculated pursuant to these provisions and the exercise price before adjustment remains less than JPY 1.0. However, if an event occurs that requires an adjustment to the exercise price and the exercise price is calculated, the amount obtained by subtracting this difference from the exercise price before adjustment will be used in place of the exercise price before adjustment in the exercise price adjustment formula.
- (5) ① The fair value to be used in the exercise price adjustment formula shall be the average closing price of regular trading of the Company's common stock on the Tokyo Stock Exchange, Inc. for 30 trading days (excluding days without a closing price on that day) beginning on the 45th trading day prior to the date on which the adjusted exercise price is applied (however, in the case of item (3) ④ of this paragraph, the record date). In this case, the average value is calculated to two decimal places and then rounded off to the nearest tenth.
- ② The number of issued shares used in the exercise price adjustment formula shall be the number of issued common shares of the Company on the record date, if there is one, or on the day one month prior to the date on which the adjusted exercise price is applied, minus the number of common shares of the Company held by the Company on that day.
- (6) In addition to the cases where an adjustment of the exercise price is required pursuant to the provisions of items (1) and (2) of this paragraph, the Company will make the necessary adjustment of the exercise price in the following cases.
- ① When an adjustment of the exercise price is necessary due to a merger in which the Company is the surviving company, an absorption-type split in which the Company is the successor company, or a share exchange in which the Company is the wholly owning parent company.
- ② Any other case where an adjustment of the exercise price is necessary.
- ③ When two or more events that require the exercise price to be adjusted occur in conjunction with one another, and it is necessary to take into account the impact of the other event on the fair value to be used in calculating the exercise price after adjustment based on one of the events.
- (7) When adjusting the exercise price pursuant to this paragraph, the Company will notify or publicly announce in advance in writing to the holders of the stock acquisition rights of the facts, the reason for the adjustment, the exercise price before the adjustment, the exercise price after the adjustment, the date of application, and other necessary matters by the day before the date of application. However, in the case of a stock split as set forth in item (1) of this paragraph or in other cases where it is not possible to give the above-mentioned notice or public announcement by the day before the application date, the notice or public announcement shall be given promptly after the application date.

#### 9. Exercise period of the Stock Acquisition Rights

The period will be from March 2, 2026 to May 29, 2026.

#### 10. Other conditions for exercising the Stock Acquisition Rights

- (1) 1 Unit of Stock Acquisition Right cannot be further divided and exercised.
- (2) If a holder of Stock Acquisition Rights holds multiple Stock Acquisition Rights, the holder of Stock Acquisition Rights may exercise all or part of the Stock Acquisition Rights he/she holds.
- (3) The Stock Acquisition Rights may only be exercised by the person to whom the Stock Acquisition Rights have been allocated. (However, persons who have inherited stock acquisition rights from the original holders of stock acquisition rights through inheritance, merger, business transfer, or company split, the securities company to which the stock acquisition rights have been transferred and the person to whom the stock acquisition rights have been transferred through the securities company with respect to the Stock Acquisition Rights allocated in the name of a securities finance company in connection with margin trading, in accordance with the rules of the stock exchange and the securities finance company, and persons who have acquired stock acquisition rights through transfer with the approval of the Company's Board of Directors, may exercise the stock acquisition rights acquired through such succession or transfer.)

#### 11. Restrictions on the transfer of stock acquisition rights

Acquisition of the Stock Acquisition Rights through transfer shall require approval from the Company's Board of Directors.

(The Company's Board of Directors has a policy of not approving the acquisition of stock acquisition rights through transfer. However, this does not apply to the acquisition of stock acquisition rights through a business transfer or company split, or in the case of stock acquisition rights allocated by a securities finance company in its own name in connection with margin trading, acquisition by a securities company to which the stock acquisition rights have been transferred or by a person to which the stock acquisition rights have been transferred through a securities company in accordance with the rules of the stock exchange and securities finance company, or in other cases deemed necessary.)

#### 12. Issuance of Stock Acquisition Rights Certificates

The Company will not issue stock acquisition rights certificates in respect of these stock acquisition rights.

#### 13. Arrangements for fractional shares arising from the exercise of stock acquisition rights

If the number of common shares of the Company to be delivered to a holder who exercises the Stock Acquisition Rights contains a fraction less than one share, this fraction will be rounded down.

#### 14. Increase in capital and capital reserves when shares are issued through the exercise of stock acquisition rights

The amount of increase in capital when the Company's common shares are issued through the exercise of the Stock Acquisition Rights shall be half of the maximum increase in capital, etc. calculated in accordance with the provisions of Article 17, Paragraph 1 of the Corporate Accounting Regulations (if the calculation results in a fraction of less than one yen, that fraction shall be rounded up), and the amount of increase in capital reserve shall be the amount obtained by subtracting the amount of increase in capital, etc. from the maximum increase in capital, etc.

#### 15. Method of requesting exercise of stock acquisition rights

- (1) A holder of the Stock Acquisition Rights who wishes to exercise the Stock Acquisition Rights must fill in the necessary information on an exercise request form designated by the Company, sign and seal it, and submit it to the exercise request acceptance location specified in Section 16 during the exercise period specified in Section 9.
- (2) A holder of the Stock Acquisition Rights who wishes to exercise the Stock Acquisition Rights shall submit the exercise request form set forth in the preceding paragraph to the exercise request acceptance location set forth in Paragraph 16, and shall transfer the entire amount of the money to be contributed upon the exercise of the Stock Acquisition Rights in cash to the account designated by the Company at the payment acceptance location set forth in Paragraph 17.

#### 16. Exercise Request Reception Location

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Department

#### 17. Payment Location

Sumitomo Mitsui Banking Corporation, Marunouchi Branch

18. Stock acquisition rights acquisition clause

If a merger agreement for a merger in which the Company is the disappearing company, an absorption-type company split agreement for an absorption-type company split in which the Company is the splitting company or an incorporation-type company split plan for an incorporation-type company split in which the Company is the splitting company, a share exchange agreement for a share exchange in which the Company will be a wholly owned subsidiary, or a share transfer plan in which the Company will be a wholly owned subsidiary is approved at the General Meeting of Shareholders (when the Board of Directors of the Company passes a resolution in case approval by the General Meeting of Shareholders is not required), the Company may acquire the Stock Acquisition Rights free of charge on the arrival of a date separately determined by the Board of Directors of the Company.

19. Treatment of the Stock Acquisition Rights in the event of a merger (limited to cases where the Company is dissolved as a result of the merger), absorption-type demerger, incorporation-type demerger, share exchange, or share transfer by the Company

Not applicable

20. Exercise of Stock Acquisition Rights by Shareholders Resident Abroad

The offering of the Stock Acquisition Rights has not been registered or filed in any jurisdiction other than Japan, and there are no plans to do so. Therefore, foreign resident shareholders (excluding qualified institutional investors, etc. who are not subject to the above restrictions under the laws and regulations of the foreign countries applicable to them) should be aware that the exercise or resale of the Stock Acquisition Rights may be restricted by the securities laws and other regulations applicable to them. U.S. resident shareholders (meaning "U.S. holders" as defined in Rule 800 of the U.S. Securities Act of 1933) will not be able to exercise the Stock Acquisition Rights.

21. Other

- (1) If amendments to the Companies Act or other laws require the provisions of these Terms and Conditions to be interpreted differently or other measures to be taken, the Company will take the necessary measures.
- (2) The above items are subject to the effectuation of notifications under the Financial Instruments and Exchange Act.
- (3) Any other details necessary regarding the issuance of the Stock Acquisition Rights will be left to the discretion of the Representative Director of the Company.