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Securities code: 4443

August 7, 2025

To Our Shareholders

Chikahiro Terada
Representative Director & CEO
Sansan, Inc.
1-1 Sakuragaoka-cho, Shibuya-ku,
Tokyo

Notice of the 18th Annual General Meeting of Shareholders

We are pleased to announce the 18th Annual General Meeting of Shareholders of Sansan, Inc. (the “Company”), which will be held as indicated below.

This Annual General Meeting of Shareholders (“this Shareholders Meeting”), based on the provisions of laws and regulations, and the Company’s Articles of Incorporation, will be a general meeting of shareholders without a designated location (a “virtual-only shareholders meeting” that is held online only).

This Shareholders Meeting shall not have a venue at which shareholders may attend in person, so please do participate online. For details on the environment and procedures, etc., required in order to participate, please refer to “Operational Arrangements for the Virtual-only Shareholders Meeting” on page 4. In addition, if you do not attend the meeting on the day, or even if you do plan to attend, in order to prepare for instances of communication problems, etc., voting rights can be exercised beforehand in writing or via the internet, etc., so please consider the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by no later than August 25, 2025 (Monday), 5:00 p.m. (JST).

- 1. Date and Time:** August 26, 2025 (Tuesday), 10:00 a.m. (JST)
*Login is scheduled to be available from around 9:30 a.m.
*In the event that this Shareholders Meeting cannot be held on the date and time above for reasons such as communications problems, it will be held on the reserve date and time, August 28, 2025 (Thursday) at 10:00 a.m. (JST). If the Company decides to hold this Shareholders Meeting on the reserve date and time, an announcement to that effect will be made on the Company’s website:
<https://ir.corp-sansan.com/en/ir/stock/meeting.html>
- 2. Event Format:** This Shareholders Meeting shall be a general meeting of shareholders without a designated location.
*Please participate via the website designated by the Company (“Sansan Shareholders Meeting Website”). Please refer to the guide on page 4 for details on the website URL, access and login method, procedural method, etc., required in order to participate.
*As the event is being held entirely online, there is no venue.

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 18th Term (from June 1, 2024 to May 31, 2025) and the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the 18th Term (from June 1, 2024 to May 31, 2025)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Election of Seven Directors (Excluding Those Who Are Audit & Supervisory Committee Members) |
| Proposal No. 2 | Election of One Director Who Is an Audit & Supervisory Committee Member |
| Proposal No. 3 | Election of One Substitute Director Who Is an Audit & Supervisory Committee Member |
| Proposal No. 4 | Determination of the Amount and Content of Stock Option Remuneration for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members) |

4. Matters Concerning Measures for Electronic Provision

When convening this Shareholders Meeting, the Company takes measures for providing information in electronic format, and posts items subject to measures for electronic provision on the Company's website.

The Company's website:

<https://ir.corp-sansan.com/en/ir/stock/meeting.html>

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

- * Please access the above website, enter or search for the Company's name or Securities code (4443), and select "Basic Information," "Documents for Public Inspection/PR Information" and "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]" in that order.

- ◎ The method of communication to be used to exchange information in the proceedings of this Shareholders Meeting will be the internet.
- ◎ If there is no indication of approval or disapproval for each proposal on your voting rights exercise form, we will treat the vote as an approval.
- ◎ If a shareholder who exercised their voting rights beforehand in writing or via the internet, etc. attends this Shareholders Meeting and exercises their voting rights again, the content exercised at the Shareholders Meeting shall be treated as valid. It should be noted that in the event of participating in this Shareholders Meeting upon having exercised voting rights beforehand, but the exercising of voting rights could not be confirmed on the day, the content exercised beforehand in writing or via the internet, etc. shall be treated as valid.
- ◎ For instructions on exercising voting rights in writing or via the internet, etc., please refer to pages 7 to 8.
- ◎ In the event of any modifications to matters for the provision of information in electronic format, the modification details will be posted on the respective websites where they are posted.
- ◎ The results of the resolutions of this Shareholders Meeting shall be posted on the Company's website described above after the ending of the Shareholders Meeting, instead of the sending of a written notification of resolutions.
- ◎ In the event of significant hindrance having been caused to the proceedings of this Shareholders Meeting due to communication problems, etc., the Chair may decide to postpone or resume the Shareholders Meeting, and therefore, a resolution to that effect shall be passed at the beginning of the Shareholders Meeting. If the Chair has decided to postpone or resume based on such a resolution, the postponed or resumed meeting shall be held on the reserve date and time, August 28, 2025 (Thursday) at 10:00 a.m. (JST), and a statement to that effect shall be promptly posted on the aforementioned website of the Company. In addition, any other change, etc., that occurs to the operation of this Shareholders Meeting shall be notified on the aforementioned website of the Company.
- ◎ We are planning to accept in advance any questions about the purposes of this Shareholders Meeting via the website designated by the Company, so please use this if you have any such questions. Please refer to the information on pages 4 to 6 for details.

⊙ The documents sent to shareholders who have requested delivery of the documents do not include the following items, which are part of the documents audited by the Audit & Supervisory Committee or the Financial Auditor in preparing the Audit Report or the Accounting Audit Report, pursuant to laws and regulations and Article 14 of the Articles of Incorporation of the Company. Please refer to the “Notice of the 18th Annual General Meeting of Shareholders” posted on each of the respective websites listed above for information on said items.

(1) Business Report

Changes in assets and profit and loss in and at the end of the most recent three fiscal years, Issues to be addressed, Major businesses, Principal offices, Employees, Major lenders, Other significant matters concerning status of the corporate group, Shares, Share acquisition rights, Financial Auditor, System to ensure the properness of business operations (Internal control system), Basic policy regarding control of company, and Policy on determination of dividends of surplus and others

(2) Consolidated Financial Statements

Consolidated balance sheet, Consolidated statement of income, Consolidated statement of changes in equity, and Notes to consolidated financial statements

(3) Non-consolidated Financial Statements

Non-consolidated balance sheet, Non-consolidated statement of income, Non-consolidated statement of changes in equity, and Notes to non-consolidated financial statements

(4) Audit Report

Audit Report on the Consolidated Financial Statements, Audit Report on the Financial Statements, and Audit Report of the Audit & Supervisory Committee

[Operational Arrangements for the Virtual-only Shareholders Meeting]

The Company will hold this Shareholders Meeting by the “virtual-only shareholders meeting” method. At this Shareholders Meeting, shareholders with voting rights will be able to view live video, exercise their voting rights, ask questions about the purposes of the Shareholders Meeting, or submit motions, etc., by accessing the dedicated website designated by the Company for the Shareholders Meeting on the day (Sansan Shareholders Meeting Website), and participating online.

Please note that this Shareholders Meeting shall not have a venue at which shareholders may attend in person, so please do participate online. Shareholders exercising their voting rights are asked to either exercise their voting rights beforehand in writing or via the internet, or to exercise them on the day of the Shareholders Meeting via the “Sansan Shareholders Meeting Website” designated by the Company.

Details such as the URL of the Sansan Shareholders Meeting Website, access and login method, and procedural methods, etc., required in order to participate are provided below.

In addition, the website will be accepting questions, etc., beforehand, so please do make use of it.

*Please be sure to read the following notes prior to using the website.

1. Date and time of broadcast

August 26, 2025 (Tuesday) from 10:00 a.m. (JST)

*Login is scheduled to be available from around 9:30 a.m.

*However, if this Shareholders Meeting could not be held under the date and time described above due to the impact of communications problems, etc., it will be held on the reserve date and time, August 28, 2025 (Thursday) at 10:00 a.m. (JST).

2. About the attendance method

- (1) Please access the Sansan Shareholders Meeting Website by going to the URL below using your personal computer or other devices.

Sansan Shareholders Meeting Website: <https://web.sharely.app/login/sansan-18> (in Japanese)

- (2) Once connected, please enter your “shareholder number,” “zip code,” and “number of shares held” as stated in the voting rights exercise form in accordance with the screen prompts to log in.

Please be sure to prepare your “shareholder number,” “zip code,” and “number of shares held” prior to posting the voting rights exercise form.

*Please refer to the help page at the URL stated below for any other questions.

Help page website: <https://sharely.zendesk.com/hc/ja/> (in Japanese)

3. How to ask questions

If you have any questions about the purposes of this Shareholders Meeting, please log in to the Sansan Shareholders Meeting Website stated above on the day of the event, and then ask the question in accordance with the instructions of the Chair. In addition, shareholders who are not attending this Shareholders Meeting on the day may ask questions prior to the meeting via the website during the period stated below.

Please note that each shareholder may ask up to two questions, and questions may be up to 150 characters in length. We ask that you do try to keep your questions brief so that their content can be accurately understood. It should be noted that on the day of the meeting, we shall focus on questions that relate to the purposes of this Shareholders Meeting, and which do not overlap with other questions; we may not be able to respond to all of the questions asked.

Method for asking questions prior to the meeting

- (1) Please access the website for acceptance of questions prior to the Sansan Shareholders Meeting by going to the URL below using your personal computer, smartphone or other devices.

[Website for acceptance of questions prior to the meeting]

https://web.sharely.app/e/sansan-18/pre_question (in Japanese)

- (2) Once connected, please enter your “shareholder number,” “zip code,” and “number of shares held” as stated in the voting rights exercise form in accordance with the screen prompts to log in. After you have logged in, please enter your question(s) that relate to the purposes of this Shareholders Meeting.

<Period for acceptance of questions prior to the meeting>

August 4, 2025 (Monday) 10:00 a.m. to August 25, 2025 (Monday) 5:00 p.m. (JST)

*It is planned for the explanations provided on the day of the Shareholders Meeting to focus on the matters that are thought to be of particular interest to all shareholders.

4. About motions

If you would like to submit a motion for this Shareholders Meeting, please log in to the Sansan Shareholders Meeting Website stated above on the day of the event, and then submit this in accordance with the instructions of the Chair. Please be advised that we will be unable to adopt motions that cannot be judged as such due to factors including text data being transmitted by a method other than that specified by the Chair.

5. How to exercise voting rights

In addition to exercising voting rights beforehand in writing or via the internet, etc., voting rights may be exercised on the day of the Shareholders Meeting via the internet through the use of the Sansan Shareholders Meeting Website.

Shareholders who would like to exercise their voting rights on the day of this Shareholders Meeting are asked to exercise their voting rights in accordance with the instructions of the Chair, while watching the progress of the proceeds via the live broadcast.

If a shareholder who exercised their voting rights beforehand in writing or via the internet, etc. attends this Shareholders Meeting and exercises their voting rights again, the content exercised at the Shareholders Meeting shall be treated as valid. It should be noted that in the event of participating in this Shareholders Meeting upon having exercised voting rights beforehand, but the exercising of voting rights could not be confirmed on the day, the content exercised beforehand in writing or via the internet, etc. shall be treated as valid.

6. Content on the policy for measures against issues relating to the method of communication used for the exchanging of information during the proceedings of this Shareholders Meeting

At this Shareholders Meeting, we will use a system for which measures against communication issues have been taken, and we shall have multiple members of specialist staff available to handle any measures against communication issues on the day of the Shareholders Meeting. However, in preparation for where significant hindrance is caused to the proceedings due to a communications issue, on the day of this Shareholders Meeting, there shall be deliberations on a resolution allowing the Chair discretion to postpone or resume the Shareholders Meeting, and in addition, a response manual that includes the method for notifying shareholders shall be prepared prior to the meeting.

7. Content of the policy for consideration to the securing of the interests of all shareholders who have difficulty using the internet as the communication method for the exchanging of information in the proceedings of this Shareholders Meeting

Shareholders intending to exercise their voting rights but who have difficulty using the internet are asked to exercise their voting rights beforehand by returning the provided voting rights exercise form.

8. About the handling of attendance by proxy

Shareholders who would like to attend this Shareholders Meeting by proxy are asked to designate one other shareholder with voting rights in accordance with the provisions of laws and regulations as well as the Company's Articles of Incorporation. Shareholders who would like to attend by proxy must submit a document stating their intent to attend by proxy (power of attorney) to the Company prior to this Shareholders Meeting. Please write your e-mail address on the form before sending it to the address stated below.

<Contact address for documents relating to attendance by proxy>

Attn. General Meeting of Shareholders Secretary's Office of Sansan, Inc., Shibuya Sakura Stage 28F,
1-1 Sakuragaoka-cho, Shibuya-ku, Tokyo, 150-6228

<Submission deadline>

Must arrive by August 19, 2025 (Tuesday)

*Please refer to the URL below for the template for the power of attorney.

<https://sharely.zendesk.com/hc/ja/articles/4407904256791> (in Japanese)

Points to Note

- Depending on the progression of the general meeting of shareholders and the content of the question, there may be cases where not all questions can be answered.
- When submitting questions and motions, etc., in the event of acting against the purpose of this Shareholders Meeting, which is a valuable forum for dialog with all shareholders, such as by repeatedly sending the same content, sending an excessive amount of text data, sending content that is unrelated to the purposes of this Shareholders Meeting, that harms privacy or honor, or that is inappropriate due to other reason, etc., or in the event of it being determined that hindrance is being caused to the progression of deliberations of this Shareholders Meeting and to the stable operation of the systems for this Shareholders Meeting, at the order of the Chair or at the decision of the Secretary's Office in response to the instructions of the Chair, the communications of such a shareholder may be forcibly blocked.
- On the day of the event we will endeavor to provide a stable transmission and will have prepared a manual containing specific procedures for cases where a communications problem occurs; however there may be cases where, due to the communication environment of the shareholder viewing the transmission, communication problems occur such as where the video or audio of the live broadcast is disrupted or temporarily interrupted, and where there is a slight time lag between transmission and reception.
- We are unable to accept any liability for any connection failure, delay, or audio difficulties thought to be caused by an issue with the communications environment on the shareholder side on the day of the general meeting of shareholders.
- We ask that shareholders bear the connection charges and communication fees, etc., required in order to view the meeting.
- The provision of video and audio data to third parties, the performance of a public screening on social media, etc., reprinting, duplicating, recording, taping, and the provision of login information to third parties, are prohibited. In addition, the provision of ID and password to third parties is prohibited.
- Please refer to the FAQ below for any other questions concerning the distribution system.

<https://sharely.zendesk.com/hc/ja/sections/360009585533> (in Japanese)

[Contact for inquiries on how to log in and operate the system on the day of the meeting]

<Contact> 03-6683-7661

(Reception hours: August 26, 2025 (Tuesday), 9:00 a.m. to no later than one hour after the conclusion of this Shareholders Meeting (JST))

Guidance on Exercising Voting Rights

Exercise of voting rights at the general meeting of shareholders is shareholders' important right.

Please by all means exercise your voting rights after examining the Reference Documents for the General Meeting of Shareholders.

There are three methods to exercise your voting rights as indicated below.

<p>Attend the meeting via the “Sansan Shareholders Meeting Website”</p> <p>Please access the “Sansan Shareholders Meeting Website” designated by the Company and enter your approval or disapproval for each proposal.</p> <hr/> <p>Date and time</p> <hr/> <p>August 26, 2025 (Tuesday), 10:00 a.m. (JST) (Accessible from around 9:30 a.m. and onwards)</p>	<p>Exercise the voting rights in writing (by mail)</p> <p>Please indicate whether you are for or against each proposal on the voting form, and return the form to us.</p> <hr/> <p>Exercise due date</p> <hr/> <p>To be returned to us no later than August 25, 2025 (Monday), 5:00 p.m. (JST)</p>	<p>Exercise the voting rights via the internet</p> <p>Please enter whether you are for or against the proposals following the instructions on the next page.</p> <hr/> <p>Exercise due date</p> <hr/> <p>To be completed no later than August 25, 2025 (Monday), 5:00 p.m. (JST)</p>
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- If there is no indication of approval or disapproval for each proposal on the voting rights exercise form, we will treat the vote as an approval.
- Please note that your voting via the internet, etc. shall prevail, if you exercise your voting rights both in writing (by mail) and via the internet, etc. If you exercise your voting rights more than once via the internet, etc., only the last vote shall be deemed effective.

Instructions for the Exercise of Voting Rights via the Internet, etc.

By scanning the QR code ("Smart Exercise")

You can log in to the website for exercise of voting rights without entering the voting rights exercise code and password.

1. Please scan the QR code printed on the voting form at the bottom right with your smartphone or tablet.

* QR code is a registered trademark of DENSO WAVE INCORPORATED.

2. Then please follow the instructions on the screen and indicate your approval or disapproval.

The exercise of voting rights by "Smart Exercise" is available only once.

In case if you want to change your vote after exercising your voting rights, please access the website for PC and log in by entering the "voting rights exercise code" and "password" indicated in the voting form, to exercise your voting rights again.

* You will be transferred to the website for PC by scanning the QR code again.

By entering the voting rights exercise code and password

Website for exercise of voting rights:

<https://www.tosyodai54.net> (in Japanese)

1. Please access the website for exercise of voting rights.
2. Please enter the "voting rights exercise code" indicated in the voting form.
3. Please enter the "password" indicated in the voting form.
4. Then please follow the instructions on the screen and indicate your approval or disapproval.

If you have any questions on how to exercise your voting rights via the internet using a personal computer, smartphone, or mobile phone, please contact:

Sumitomo Mitsui Trust Bank, Limited

Phone: 0120-88-0768

(Toll free only from Japan)

(Business hours: 9:00 a.m.–9:00 p.m.) (JST)

Institutional investors can exercise their voting rights via the "Electronic Voting Rights Exercise Platform" for institutional investors operated by ICJ, Inc.

Business Report

(From June 1, 2024 to May 31, 2025)

1. Status of the corporate group

(1) Status of operations for the fiscal year under review

(i) Progress and results of operations

Under the mission of “Turning encounters into innovation” and the vision to “Become business infrastructure,” the Company group (the “Group”) is providing cloud-based solutions that promote digital transformation (DX) and reshape how people work, leading to encounters with people and companies that become business opportunities by using approaches that combine systems that use technology and manpower to digitize analog information with cloud software.

Specifically, the Group is developing solutions to promote DX for corporate sales activities, invoicing work, contract work, etc. Moreover, as a result of reforming awareness regarding DX, changes to working styles, and greater attention being given to SaaS (Software as a Service) products, the DX market is forecast to reach ¥8,035.0 billion by FY2030 (an expected increase of ¥4,015.3 billion from FY2023) (Note 1), while the SaaS market in Japan is forecast to reach ¥2,099.0 billion by FY2027 (an expected increase of ¥686.2 billion from FY2023) (Note 2). A sales DX solution Sansan, provided by the Company, holds the No. 1 market share of 84.1% (Note 3) of the B2B business card management service market in terms of net sales, and this market has seen approximately 18-fold expansion from 2013 to 2023 in conjunction with the growth in the Company’s services. In addition, Bill One, an accounting DX solution provided by the Company, captured the number one market share of 47.0% (Note 4) in the online invoice receiving solution in terms of net sales, with this market seeing a 133.1% increase year on year in FY2023.

Consolidated financial results for the fiscal year ended May 31, 2025 (the “fiscal year under review”) are as follows.

	(Millions of yen)		
	17th term (Fiscal year ended May 31, 2024) (Previous fiscal year)	18th term (Fiscal year ended May 31, 2025) (Fiscal year under review)	Year-on-year change
Net sales	33,878	43,202	+27.5%
Gross profit	28,814	37,410	+29.8%
Adjusted operating profit (Note 5)	1,709	3,555	+108.0%
Ordinary profit	1,224	2,743	+124.1%
Profit attributable to owners of parent	953	424	(55.5)%

In the fiscal year under review, backed by the positive order situation, the Group engaged in strengthening the sales structure for Sansan and Bill One, aiming for further growth of net sales. In Eight Business, the Group worked to further increase future profitability under its business policy focused on profitability.

Consequently, results were strong in the fiscal year under review, with net sales and gross profit increasing 27.5% and 29.8%, respectively, year on year (with a gross profit margin of 86.6%). In addition to the increase in net sales and improvement in gross profit margin, adjusted operating profit grew 108.0% year on year, mainly due to a decline in the ratio of personnel expenses to net sales resulting from a decrease in the number of new hires compared to the previous fiscal year. Ordinary profit also rose 124.1% year on year. Meanwhile, profit attributable to owners of parent decreased 55.5% year on year, due to the recording of provision for loss on share sale contract of ¥2,301 million in extraordinary losses, as announced on May 22, 2025 in the “Notification Regarding Additional Acquisition of Preferred Stock of and Termination of the Capital and Business Alliance with Unipos Inc., and Booking of Loss Arising from Transfer of Investment Securities (Extraordinary Loss).”

- (Notes) 1. Based on Market Edition and Corporate Edition of 2024 Outlook of the Digital Transformation Market by Fuji Chimera Research Institute
2. Based on 2023 New Software Business Markets by Fuji Chimera Research Institute
3. Based on Latest Trends in Business Card Management Services in Sales Support DX 2025 (January 2025, surveyed by Seed Planning, in Japanese)
4. Deloitte Tohmatsu MIC Research Institute, “The Market of Online Invoice Receiving Solution Continues to Grow at a High Rate” (MIC IT Report, December 2024)
5. Adjusted operating profit = operating profit + share-based payment expenses + expenses that arise from business combinations (amortization of goodwill and amortization of intangible assets)

Results by segment are as follows.

From the fiscal year under review, corporate expenses that were previously not allocated to specific segments are now allocated to each segment according to a defined policy. This change has been retrospectively reflected in the results for the fiscal year ended May 31, 2024.

1. Sansan/Bill One Business

This business segment includes services such as sales DX solution Sansan and accounting DX solution Bill One.

Results for Sansan/Bill One Business in the fiscal year under review are as follows.

	(Millions of yen, unless otherwise noted)		
	17th term (Fiscal year ended May 31, 2024) (Previous fiscal year)	18th term (Fiscal year ended May 31, 2025) (Fiscal year under review)	Year-on-year change
Net sales (Note 6)	29,948	37,785	+26.2%
Sansan	22,889	26,766	+16.9%
Sansan recurring sales	21,509	25,136	+16.9%
Sansan other sales	1,379	1,629	+18.1%
Bill One	6,168	9,790	+58.7%
Others	889	1,229	+38.1%
Adjusted operating profit	2,251	3,581	+59.1%
Sansan			
Number of subscriptions	9,693 subscriptions	10,701 subscriptions	+10.4%
Monthly recurring sales per subscription	¥197 thousand	¥210 thousand	+6.6%
Last 12 months average of monthly churn rate (Note 7)	0.42%	0.49%	+0.07 pts.
Bill One			
MRR (Note 8)	640	913	+42.7%
Number of paid subscriptions	2,816 subscriptions	3,932 subscriptions	+39.6%
Monthly recurring sales per paid subscription	¥227 thousand	¥232 thousand	+2.2%
Last 12 months average of monthly churn rate (Note 7)	0.33%	0.33%	—

- (Notes) 6. The sum of sales to external customers and intersegment sales or transfers
7. Ratio of decrease in MRR associated with subscription cancellations to total MRR for existing subscriptions for each service
8. Monthly Recurring Revenue

a. Sansan

The Group worked on strengthening the sales structure mainly through personnel development. As a result, the number of subscriptions increased 10.4% year on year, and the monthly recurring sales per subscription increased 6.6% year on year. Furthermore, the last 12 months average of monthly churn rate was 0.49%, an increase of 0.07 percentage points year on year, maintaining a churn rate as low as less than 1%.

As a result, net sales in Sansan increased 16.9% year on year, of which recurring sales (fixed revenue) were up 16.9% year on year and other sales were up 18.1% year on year.

b. Bill One

We worked on strengthening the sales structure with a focus on hiring and developing personnel. As a result, growth continued with the number of paid subscriptions and the monthly recurring sales per paid subscription increasing 39.6% year on year and 2.2% year on year, respectively. Furthermore, the last 12 months average of monthly churn rate was 0.33%, the same level as in the previous fiscal year, maintaining a churn rate as low as less than 1%. In addition, we launched Bill One Expenses, which utilizes our Bill One Business Card service in June 2024, and Bill One Receivables Management, which enables users to complete all the processes from invoice issuing to payment reconciliation in September 2024.

As a result, ARR (Note 9) in Bill One as of May 31, 2025 amounted to ¥10,962 million, while net sales increased 58.7% year on year.

(Notes) 9. Annual Recurring Revenue

c. Others

The Group worked to strengthen the sales structure and enhance the functionality of Contract One, an AI-powered contract DX solution service, by leveraging the strengths, knowledge, know-how, etc. cultivated through existing services, with the aim of expanding sales. In addition, our consolidated subsidiary, CREATIVE SURVEY INC. (Note 10) undertook initiatives such as strengthening the sales of Ask One.

As a result, net sales of others were up 38.1% year on year.

(Notes) 10. CREATIVE SURVEY INC. changed its name to Ninout, Inc. on June 1, 2025.

As a result of these efforts, net sales increased 26.2% year on year and adjusted operating profit increased 59.1% year on year in Sansan/Bill One Business.

2. Eight Business

This business segment includes Eight, a business card app, as well as logmi series event transcription service.

Results for Eight Business in the fiscal year under review are as follows.

	(Millions of yen, unless otherwise noted)		
	17th term (Fiscal year ended May 31, 2024) (Previous fiscal year)	18th term (Fiscal year ended May 31, 2025) (Fiscal year under review)	Year-on-year change
Net sales (Note 11)	3,548	5,051	+42.4%
B2C services	347	402	+15.8%
B2B services	3,200	4,649	+45.3%
Adjusted operating profit	(462)	63	—
Eight			
Number of Eight users (Note 12)	3.72 million users	4.09 million users	+0.36 million users
Number of subscriptions for Eight Team	4,608 subscriptions	5,451 subscriptions	+18.3%

(Notes) 11. The sum of sales to external customers and intersegment sales or transfers

12. Number of confirmed users who registered their business card to their profile after downloading the app

a. B2C services

As a result of the enhancement of functions such as the virtual card exchange function, the number of Eight users totaled 4.09 million, an increase of 0.36 million year on year, and net sales from B2C services increased 15.8% year on year.

b. B2B services

The Group continued to work on strengthening monetization of the various services. As a result, net sales from B2B services increased 45.3% year on year. Furthermore, Eight Team, our business card management service, experienced a steady 18.3% year-on-year increase in the number of subscriptions.

Notably, Kaede IR Advisory Inc. was made a consolidated subsidiary of the Company in June 2024 and was subsequently merged into logmi, Inc., another consolidated subsidiary, in September of the same year. Its contribution has been reflected in the consolidated earnings since the beginning of the fiscal year under review.

As a result of these efforts, net sales in Eight Business increased 42.4% year on year. Adjusted operating profit amounted to ¥63 million, marking a return to profitability (compared with a loss of ¥462 million for the previous fiscal year), as a result of our efforts to operate business with an emphasis on profitability, as well as of increased net sales.

Net sales to external customers by business segment

(Millions of yen, unless otherwise noted)

Business segment	17th term (Fiscal year ended May 31, 2024) (Previous fiscal year)		18th term (Fiscal year ended May 31, 2025) (Fiscal year under review)		Year-on-year change	
	Amount	Percentage of total (%)	Amount	Percentage of total (%)	Amount	%
Sansan/Bill One Business	29,938	88.4	37,773	87.4	7,834	26.2
Eight Business	3,542	10.4	5,039	11.7	1,496	42.2
Other businesses	397	1.2	389	0.9	(7)	(1.9)
Total	33,878	100.0	43,202	100.0	9,323	27.5

(ii) Capital expenditures

Mainly as a result of construction work for office expansion and renovation of the head office and other facilities, the Company acquired property, plant and equipment such as facilities attached to buildings of ¥2,656 million. In addition, the Company acquired software of ¥480 million through in-house and contracted development.

(iii) Financing activities

Not applicable.

(iv) Business transfer, absorption-type company split or incorporation-type company split

Not applicable.

(v) Acquisition of other companies' business

Not applicable.

(vi) Succession of rights or duties related to the businesses of other corporations, etc. due to absorption-type merger or absorption-type company split

Not applicable.

(vii) Acquisition or disposal of shares or other equity interests, or share acquisition rights in other companies

The Company acquired shares of Kaede IR Advisory, Inc. (currently, logmi, Inc.), making it a consolidated subsidiary on June 3, 2024.

(2) Changes in assets and profit and loss in and at the end of the most recent three fiscal years

(Millions of yen, unless otherwise noted)

Categories	15th term (Fiscal year ended May 31, 2022)	16th term (Fiscal year ended May 31, 2023)	17th term (Fiscal year ended May 31, 2024)	18th term (Fiscal year ended May 31, 2025) (Fiscal year under review)
Net sales	20,420	25,510	33,878	43,202
Ordinary profit (loss)	968	122	1,224	2,743
Profit (loss) attributable to owners of parent	857	(141)	953	424
Basic earnings (loss) per share (Yen)	6.87	(1.13)	7.59	3.36
Total assets	26,292	31,200	37,592	47,984
Net assets	12,093	13,190	14,772	16,040
Net assets per share (Yen)	95.59	100.95	111.30	118.29

(Note) The Company conducted a stock split at 4-for-1 effective on December 1, 2021 based on resolution of the meeting of the Board of Directors held on October 8, 2021. Basic earnings (loss) per share and net assets per share are calculated on the assumption that the stock split had been conducted at the beginning of the 15th term.

(3) Major subsidiaries

Company name	Share capital	Shareholding ratio of the Company (%)	Description of major businesses
Sansan Global Pte. Ltd.	SGD5,620,000	100.0	Sales operations and marketing services agency for Singapore region and other locations
Sansan Global Development Center, Inc.	PHP10,000,000	100.0	Development of the Company's products
Sansan Global (Thailand) Co., Ltd.	THB10,000,000	100.0	Consulting services for the Company's products
logmi, Inc.	JPY16,350,000	100.0	Digital media business/IT consulting/ planning, production and operation of websites/planning and holding of event seminars
CREATIVE SURVEY INC.	JPY100,000,000	63.1	Planning, development, operation and sales of web-based surveys and research tools
Institute of Language Understanding Inc.	JPY58,000,000	65.8	Business to enhance business efficiency and create high value added by utilizing large-scale language knowledge

(Notes) 1. CREATIVE SURVEY INC. changed its name to Ninout, Inc. on June 1, 2025.

2. On June 3, 2024, the Company acquired all of the issued shares of Kaede IR Advisory, Inc., making it a wholly owned subsidiary. Subsequently, on September 1, 2024, the Company's subsidiary, logmi, Inc., conducted an absorption-type merger with Kaede IR Advisory, Inc., whereby the latter was dissolved.

(4) Issues to be addressed

As its corporate philosophy, the Group has established its mission of “Turning encounters into innovation” and its vision to “Become business infrastructure.” Towards the realization of this mission and vision, we are developing DX solutions that will connect encounters between people and companies to business opportunities, and which will change working styles.

As part of our medium-term financial policy, we aim for consistent, solid growth in sales and accelerated growth in profit for the period of the 18th term (the fiscal year ended May 31, 2025) through the 20th term (the fiscal year ending May 31, 2027). For net sales, which is the most important management indicator, we aim for an average annual growth rate of 22% to 27% over the said period. For adjusted operating profit, which has been adopted as a key profit indicator, we aim to achieve profit margin of 18% to 23% for the 20th term (the fiscal year ending May 31, 2027) by accelerating growth while making investments for sales growth.

The major management issues and issues to be addressed as identified by the Company to realize the mission and vision are outlined below.

(i) Sales maximization of the Sansan/Bill One Business

Sansan, Bill One, and Contract One are services that target a wide range of companies regardless of industry or business category, and there remains significant potential for further customer acquisition. With respect to Sansan, we will aim to further enhance the value of the service by strengthening AI-generated features, while also promoting the acquisition of new customers under the premise of company-wide adoption and encouraging greater utilization among existing customers. In the Bill One business, we aim to maximize the effectiveness of our sales activities by offering a comprehensive package of various services, such as invoice receipt and expense reimbursement, and are also working to create new revenue opportunities through the development of new services that leverage generative AI. Furthermore, in the Contract One business, we aim to drive further sales growth by strengthening our sales infrastructure while enhancing service value through the expansion of features that leverage generative AI.

(ii) Expansion of profit in the Eight Business

With the profitability-oriented business operation, we aim for further business growth by leveraging the Eight network, which has 4.09 million registered users, to strengthen monetization of B2B services such as business events.

(iii) Utilization of M&A

We will work to create synergies by promoting measures to increase the corporate value of each Group company while effectively utilizing the Group's resources and know-how. In addition, we have positioned the use of M&A as one of our important growth strategies and will continue to actively consider this option.

(iv) Recruiting and training outstanding talent and ensuring diversity

For the Group to achieve sustainable growth, it is crucial that we hire many talented professionals with diverse career backgrounds, and then improve our sales, development and managerial structures. We will strive to ensure diversity of our people while establishing work environments and arrangements that substantially fuel employee motivation for talented professionals who share an understanding of the Group's corporate philosophy and business activities.

(v) Continuous strengthening of the management system against security risks

Given that the Group handles substantial volumes of important information assets such as personal information through services we provide, it is crucial that we continuously strengthen our system for managing information. We continue to take the utmost care to safeguard

information with measures including strict management of information assets based on our Information Security Policy and Policy on Personal Information Protection. We will persist in our efforts to strengthen and put in place our in-house systems and management approaches going forward.

(vi) Enhancing technological strengths

As technology to accurately convert analog information into data is the wellspring of the Group's competitive strengths and acts as a common platform underpinning growth of the various services, we believe it is important to continuously improve and strengthen this technology. We have achieved high-quality data conversion by combining various proprietary technologies and AI developed in-house with human capabilities. More recently, we have been working to further improve efficiency by integrating our own proprietary generative AI into these processes. Going forward, we will engage in initiatives to further improve our technological capabilities, through efforts that involve hiring outstanding technical experts in and outside Japan while also investing in and monitoring cutting-edge technologies.

(5) Major businesses (as of May 31, 2025)

Business segment	Description of business
Sansan/Bill One Business	Provision of Sansan, a sales DX solution; Bill One, an accounting DX solution; etc.
Eight Business	Provision of Eight, a business card app; and logmi series, event transcription services

(6) Principal offices (as of May 31, 2025)

(i) The Company

Head office: Shibuya-ku, Tokyo

(ii) Subsidiaries

Sansan Global Pte. Ltd.	Singapore
Sansan Global Development Center, Inc.	The Philippines
Sansan Global (Thailand) Co., Ltd.	Thailand
logmi, Inc.	Shibuya-ku, Tokyo
CREATIVE SURVEY INC.	Minato-ku, Tokyo
Institute of Language Understanding Inc.	Tokushima-shi, Tokushima

(Note) CREATIVE SURVEY INC. changed its name to Ninout, Inc. on June 1, 2025.

(7) Employees (as of May 31, 2025)

(i) Employees of the corporate group

Business segment	Number of employees	Change from previous fiscal year-end
Sansan/Bill One Business	1,703	+281
Eight Business	217	+60
Other businesses	315	(5)
Total	2,235	+336

(Note) The numbers of employees stated above indicate numbers of employed personnel (excluding individuals seconded from the Group to companies outside the Group, and including individuals seconded to the Group from companies outside the Group). In addition to the total number of employees stated above (permanent employees and contract employees), the Group also employs 924 individuals as temporary employees and dispatched employees.

(ii) Employees of the Company

Number of employees	Year-on-year change	Average age	Average length of service
1,961	+263	31.7 years old	3.1 years

(Note) The number of employees stated above indicates the number of employed personnel (excluding individuals seconded from the Company to other companies, and including individuals seconded to the Company from other companies). In addition to the total number of employees stated above (permanent employees and contract employees), the Company also employs 914 individuals as temporary employees and dispatched employees.

(8) Major lenders (as of May 31, 2025)

(Millions of yen)	
Lenders	Outstanding borrowings
Mizuho Bank, Ltd.	825
Resona Bank, Limited	787
Sumitomo Mitsui Trust Bank, Limited	739
MUFG Bank, Ltd.	600
Sumitomo Mitsui Banking Corporation	441
The Awa Bank, Ltd.	125
Development Bank of Japan Inc.	55

(9) Other significant matters concerning status of the corporate group

Based on a resolution of the meeting of the Board of Directors held on May 22, 2025, the Company acquired additional Class A preferred shares of Unipos Inc. held by Development Bank of Japan Inc. effective June 30, 2025, and on July 1, 2025, transferred all of the common shares and Class A preferred shares of Unipos Inc. held by the Company to Link and Motivation Inc., thereby terminating the capital and business alliance with Unipos Inc.

2. Status of the Company

(1) Shares (as of May 31, 2025)

(i) Total number of authorized shares 470,800,000 shares

(ii) Total number of issued shares 126,516,452 shares

(Notes) 1. Total number of issued shares includes 142,571 shares of treasury shares.

2. The total number of issued shares has increased by 681,036 shares due to the exercise of share acquisition rights during the fiscal year under review.

(iii) Number of shareholders 7,347

(iv) Major shareholders

Name of shareholders	Number of shares held (shares)	Percentage of total shares (%)
CNK, Inc.	32,809,100	25.96
JPLLC CLIENT ASSET S-SK J	15,689,215	12.41
The Master Trust Bank of Japan, Ltd. (Trust Account)	9,535,300	7.55
Chikahiro Terada	8,185,300	6.48
PERSHING-DIV. OF DLJ SECS. CORP.	4,485,900	3.55
MSCO CUSTOMER SECURITIES	4,421,400	3.50
Kei Tomioka	4,119,400	3.26
Custody Bank of Japan, Ltd. (Trust Account)	3,365,800	2.66
STATE STREET BANK AND TRUST COMPANY 505103	2,302,683	1.82
Kenji Shiomi	2,209,400	1.75

(Note) Percentage of total shares is calculated after deducting treasury shares.

(v) Other significant matters concerning shares

Based on a resolution of the meeting of the Board of Directors held on July 11, 2024, the Company resolved to acquire its own shares and has acquired them as outlined below.

Class of shares to be acquired	Common shares of the Company
Total number of shares acquired	141,700 shares
Acquisition value	¥299,948,600
Acquisition period	From July 12, 2024 to August 21, 2024 (contract basis)
Acquisition method	Market purchase on the Tokyo Stock Exchange

(2) Share acquisition rights

- (i) Share acquisition rights held by the Company's officers at the end of the fiscal year under review that have been delivered as consideration for their execution of duties

		3rd Share Acquisition Rights
Date of resolution of issue		January 9, 2019
Number of share acquisition rights		89,345 units
Class and number of shares to be acquired upon exercise of share acquisition rights		Common shares: 357,380 shares (4 shares per share acquisition right)
Amount to be paid in for share acquisition rights		Without contribution
Value of property to be contributed when share acquisition rights are exercised		¥3,400 per share acquisition right (¥850 per share)
Exercise period		From February 1, 2021 to January 8, 2029
Exercise conditions		(Note) 1
Status of share acquisition rights held by officers	Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)	Number of share acquisition rights 9,500 units
		Number of shares to be acquired 38,000 shares
		Number of holders 1

(Notes) 1. Terms and conditions of exercise of 3rd Share Acquisition Rights are as follows:

- (1) The person to whom the share acquisition rights are allotted (the "Share Acquisition Rights Holder") must, at the time of exercise of the share acquisition rights, be holding the position of Director, Audit & Supervisory Board Member, or employee of the Company or a subsidiary of the Company. However, this shall not apply in cases where the person resigns at the expiration of his/her term of office, retires at the mandatory retirement age, or when another justifiable reason is acknowledged by the Board of Directors of the Company.
 - (2) In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
 - (3) Pledging of the share acquisition rights, or the creation of security interests shall not be permitted.
2. The 3rd Share Acquisition Rights held by one Director were granted while the person was serving as an employee.

		9th Share Acquisition Rights
Date of resolution of issue		August 30, 2022
Number of share acquisition rights		2,900 units
Class and number of shares to be acquired upon exercise of share acquisition rights		Common shares: 290,000 shares (100 shares per share acquisition right)
Amount to be paid in for share acquisition rights		Without contribution
Value of property to be contributed when share acquisition rights are exercised		¥126,900 per share acquisition right (¥1,269 per share)
Exercise period		From August 31, 2024 to August 30, 2032
Exercise conditions		(Note)
Status of share acquisition rights held by officers	Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)	Number of share acquisition rights 2,900 units
		Number of shares to be acquired 290,000 shares
		Number of holders 5

(Note) Terms and conditions of exercise of 9th Share Acquisition Rights are as follows:

- (1) The share acquisition rights may be exercised if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (August 30, 2032) exceeds ¥2,344. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).
$$\text{Share price after adjustment} = \text{Share price before adjustment} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$
- (2) The person to whom the share acquisition rights are allotted (the "Share Acquisition Rights Holder") must, at the time of exercise of the share acquisition rights, be holding the position of Director, Audit & Supervisory Board Member, or employee of the Company or a subsidiary of the Company. However, this shall not apply in cases where the person resigns at the expiration of his/her term of office, retires at the mandatory retirement age, or when another justifiable reason is acknowledged by the Board of Directors of the Company.

- (3) In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- (4) Pledging of the share acquisition rights, or the creation of security interests shall not be permitted.
- (5) The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- (6) It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

		12th Share Acquisition Rights
Date of resolution of issue		August 29, 2023
Number of share acquisition rights		1,448 units
Class and number of shares to be acquired upon exercise of share acquisition rights		Common shares: 144,800 shares (100 shares per share acquisition right)
Amount to be paid in for share acquisition rights		Without contribution
Value of property to be contributed when share acquisition rights are exercised		¥100 per share acquisition right (¥1 per share)
Exercise period		From August 30, 2026 to August 29, 2033
Exercise conditions		(Note)
Status of share acquisition rights held by officers	Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)	Number of share acquisition rights 1,448 units Number of shares to be acquired 144,800 shares Number of holders 4

(Notes) Terms and conditions of exercise of 12th Share Acquisition Rights are as follows.

- (1) The share acquisition rights may be exercised if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (August 29, 2033) exceeds ¥2,344. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).
$$\text{Share price after adjustment} = \text{Share price before adjustment} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$
- (2) The person to whom the share acquisition rights are allotted (the "Share Acquisition Rights Holder") must, at the time of exercise of the share acquisition rights, be holding the position of Director, Audit & Supervisory Board Member, or employee of the Company or a subsidiary of the Company. However, this shall not apply in cases where the person resigns at the expiration of his/her term of office, retires at the mandatory retirement age, or when another justifiable reason is acknowledged by the Board of Directors of the Company.
- (3) In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- (4) Pledging of the share acquisition rights, or the creation of security interests shall not be permitted.
- (5) The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- (6) It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

- (ii) Share acquisition rights delivered during the fiscal year under review to employees, etc. as consideration for their execution of duties

		13th Share Acquisition Rights
Date of resolution of issue		July 11, 2024
Number of share acquisition rights		2,218 units
Class and number of shares to be acquired upon exercise of share acquisition rights		Common shares: 221,800 shares (100 shares per share acquisition right)
Amount to be paid in for share acquisition rights		Without contribution
Value of property to be contributed when share acquisition rights are exercised		¥178,300 per share acquisition right (¥1,783 per share)
Exercise period		From July 12, 2026 to July 11, 2034
Exercise conditions		(Note)
Delivery to employees, etc.	Employees of the Company	Number of share acquisition rights 2,218 units Number of shares to be acquired 221,800 shares Number of allottees 102

(Notes) Terms and conditions of exercise of 13th Share Acquisition Rights are as follows:

- (1) The share acquisition rights may be exercised if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (July 11, 2034) exceeds ¥3,987. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).
$$\text{Share price after adjustment} = \text{Share price before adjustment} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$
- (2) The person to whom the share acquisition rights are allotted (the "Share Acquisition Rights Holder") must, at the time of exercise of the share acquisition rights, be holding the position of Director, Audit & Supervisory Board Member, or employee of the Company or a subsidiary and associate of the Company. However, this shall not apply in cases where the person resigns at the expiration of his/her term of office, retires at the mandatory retirement age, or when another justifiable reason is acknowledged by the Board of Directors of the Company.
- (3) In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- (4) Pledging of the share acquisition rights, or the creation of security interests shall not be permitted.
- (5) The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- (6) It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

		15th Share Acquisition Rights
Date of resolution of issue		September 17, 2024
Number of share acquisition rights		228 units
Class and number of shares to be acquired upon exercise of share acquisition rights		Common shares 22,800 shares (100 shares per share acquisition right)
Amount to be paid in for share acquisition rights		Without contribution
Value of property to be contributed when share acquisition rights are exercised		¥230,300 per share acquisition right (¥2,303 per share)
Exercise period		From September 18, 2026 to September 17, 2034
Exercise conditions		(Note)
Delivery to employees, etc.	Employees of the Company	Number of share acquisition rights 228 units
		Number of shares to be acquired 22,800 shares
		Number of allottees 3

(Notes) Terms and conditions of exercise of 15th Share Acquisition Rights are as follows:

- (1) The share acquisition rights may be exercised if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (September 17, 2034) exceeds ¥3,987. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).
$$\text{Share price after adjustment} = \text{Share price before adjustment} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$
- (2) The person to whom the share acquisition rights are allotted (the "Share Acquisition Rights Holder") must, at the time of exercise of the share acquisition rights, be holding the position of Director, Audit & Supervisory Board Member, or employee of the Company or a subsidiary and associate of the Company. However, this shall not apply in cases where the person resigns at the expiration of his/her term of office, retires at the mandatory retirement age, or when another justifiable reason is acknowledged by the Board of Directors of the Company.
- (3) In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- (4) Pledging of the share acquisition rights, or the creation of security interests shall not be permitted.
- (5) The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- (6) It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

		16th Share Acquisition Rights
Date of resolution of issue		November 19, 2024
Number of share acquisition rights		159 units
Class and number of shares to be acquired upon exercise of share acquisition rights		Common shares 15,900 shares (100 shares per share acquisition right)
Amount to be paid in for share acquisition rights		Without contribution
Value of property to be contributed when share acquisition rights are exercised		¥198,600 per share acquisition right (¥1,986 per share)
Exercise period		From November 20, 2026 to November 19, 2034
Exercise conditions		(Note)
Delivery to employees, etc.	Employees of the Company	Number of share acquisition rights 159 units
		Number of shares to be acquired 15,900 shares
		Number of allottees 4

(Notes) Terms and conditions of exercise of 16th Share Acquisition Rights are as follows:

- (1) The share acquisition rights may be exercised if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (November 19, 2034) exceeds ¥3,987. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).
$$\text{Share price after adjustment} = \text{Share price before adjustment} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$
- (2) The person to whom the share acquisition rights are allotted (the "Share Acquisition Rights Holder") must, at the time of exercise of the share acquisition rights, be holding the position of Director, Audit & Supervisory Board Member, or employee of the Company or a subsidiary and associate of the Company. However, this shall not apply in cases where the person resigns at the expiration of his/her term of office, retires at the mandatory retirement age, or when another justifiable reason is acknowledged by the Board of Directors of the Company.
- (3) In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- (4) Pledging of the share acquisition rights, or the creation of security interests shall not be permitted.
- (5) The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- (6) It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

(3) Officers

(i) Directors (as of May 31, 2025)

Position	Name	Responsibilities and significant concurrent positions outside the Company
Representative Director & CEO	Chikahiro Terada	Executive Officer, CEO and CPO
Director	Kei Tomioka	Executive Officer, COO, and Executive in charge of Sansan Division and Bill One Division Outside Director of Unipos Inc.
Director	Kenji Shiomi	Executive Officer, CISO, DPO, and Executive in charge of Engineering Division and Eight Division
Director	Yuta Ohma	Executive Officer, CHRO, and Executive in charge of Human Resources Division
Director	Muneyuki Hashimoto	Executive Officer, CFO, and Executive in charge of Corporate Division Outside Director of Unipos Inc.
Director	Toru Akaura	Representative Director of Incubate Fund KK Outside Director of S-Pool, Inc. Outside Director of Double Standard Inc. Outside Director of jig.jp Co., Ltd. External Director of ispace Inc.
Director	Taro Saito	Representative Director of dof Inc. Director of CC Corporation Outside Director of for Startups, Inc. Outside Director of ZOZO, Inc.
Director (Audit & Supervisory Committee Member)	Maki Suzuki	Attorney at Shintaro Sato Law Office, Outside Director, Audit & Supervisory Committee Member of nms Holdings Corporation Outside Audit & Supervisory Board Member of T. HASEGAWA CO., LTD.
Director (Audit & Supervisory Committee Member)	Toko Shiotsuki	Director (Full-time Audit and Supervisory Committee member) of CyberAgent, Inc.
Director (Audit & Supervisory Committee Member)	Tsunehiro Shirota	Representative Director of Alto Inc.

- (Notes) 1. Toru Akaura, Taro Saito, Maki Suzuki, Toko Shiotsuki, and Tsunehiro Shirota are Outside Directors.
2. Director who is an Audit & Supervisory Committee Member Toko Shiotsuki is qualified as junior accountant (JICPA) and has a considerable amount of knowledge related to finance and accounting.
 3. Director who is an Audit & Supervisory Committee Member Tsunehiro Shirota has extensive experience in domestic and international M&A, fund procurement, and investment at US securities companies and global funds, and has a considerable amount of knowledge related to finance and accounting.
 4. Toru Akaura resigned from the position of Director who is an Audit & Supervisory Committee Member at the conclusion of the 17th Annual General Meeting of Shareholders held on August 27, 2024 and assumed the position of Director.
 5. Taro Saito retired from the position of Director who is an Audit & Supervisory Committee Member due to expiration of his term of office at the conclusion of the 17th Annual General Meeting of Shareholders held on August 27, 2024 and assumed the position of Director.
 6. The Company appoints full-time Audit & Supervisory Committee support personnel to assist the Audit & Supervisory Committee in performing the duties, and these personnel maintain a grasp of information through participating in major meetings and reading important documents. Accordingly, as an environment is in place for the adequate fulfillment of auditing operations through the internal control system, full-time Audit & Supervisory Members are not selected.
 7. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Toru Akaura, Taro Saito, Maki Suzuki, Toko Shiotsuki, and Tsunehiro Shirota have been designated as independent officers as provided for by the aforementioned exchange.
 8. Significant changes in significant concurrent positions after the fiscal year under review
Kei Tomioka and Muneyuki Hashimoto resigned from their positions as Outside Directors of Unipos Inc. effective July 1, 2025.
Maki Suzuki retired from her position as Outside Director, Audit & Supervisory Committee Member of nms Holdings Corporation effective June 27, 2025.

(ii) Summary of details of limited liability agreements

In accordance with Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with each of the Outside Directors Toru Akaura and Taro Saito, and Directors who are Audit & Supervisory Committee Members Maki Suzuki, Toko Shiotsuki, and Tsunehiro Shiota to limit their liability for damages under Article 423, paragraph (1) of the Companies Act.

The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.

(iii) Summary of details of indemnification agreements

The Company has entered into indemnification agreements with Directors Chikahiro Terada, Kei Tomioka, Kenji Shiomi, Yuta Ohma, Muneyuki Hashimoto, Toru Akaura, Taro Saito, Maki Suzuki, Toko Shiotsuki, and Tsunehiro Shiota as provided for under Article 430-2, paragraph (1) of the Companies Act, under which the Company shall indemnify them for the expenses provided for in item (i) and the loss provided for in item (ii) of said paragraph to the extent provided for in laws and regulations. However, in order to ensure that the appropriateness of the execution of duties by the Company's officers is not impaired by said indemnification agreement, the following items are not covered by the indemnification.

- Portion of litigation expenses that exceeds the amount of expenses normally required
- If the Company is to compensate for damages, etc., in the event that the indemnified Director (below, the "indemnified person") is liable to the Company under Article 423, paragraph (1) of the Companies Act, the portion of the damages, etc. that relates to such liability
- All of the damages, etc. for which the indemnified person is liable due to his/her malicious intent or gross negligence in performing his/her duties

In addition, even after the Company has paid compensation to the indemnified person, the indemnified person shall return all or part of the compensation to the Company in the following cases.

- All of the compensated expenses, etc., if it is found that the indemnified person has performed his/her duties for the purpose of gaining unjust benefits for him/herself or a third party or causing damage to the Company
- If it is found that all or part of the expenses, etc. compensated under this agreement cannot be compensated, the portion of the compensated expenses, etc. that cannot be compensated under this agreement
- In the event that the indemnified person receives compensation from an insurer in accordance with an insurance contract that the Company concludes with an insurer, which promises that the insurer will cover the damages that may arise due to the indemnified person assuming responsibility for the execution of his/her duties or receiving a claim related to the pursuit of such responsibility, and which names the indemnified person as the insured, the portion of expenses, etc. for which compensation was received

There are no relevant matters concerning the performance of the indemnification agreement.

(iv) Summary of details of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The scope of the insured includes Directors (excluding those who are Audit & Supervisory Committee Members), Directors who are Audit & Supervisory Committee Members, Executive Officers, and Directors of subsidiaries of the Company (the "Officers, etc."). By resolution of the Board of Directors, the insureds do not bear any of the insurance premiums. Under this insurance policy, the insured will be compensated for the damages and litigation expenses incurred by the Company or its subsidiaries as a result of a claim for damages arising from the insured's conduct as an officer of the Company or its subsidiaries. However, in order to ensure that the appropriateness of the execution of duties by the insured is not impaired, the following cases are not covered.

- Cases in which the Company or its officers have illegally obtained profits or benefits
- Actions taken with the full knowledge that they are in violation of laws and regulations or the Company's internal regulations, etc.

(v) Remuneration, etc. of Directors

a. Policy, etc. on determination of the details of officer remuneration, etc.

Following consultation with the Nomination and Remuneration Advisory Committee, the Company made the decision regarding the policy for deciding the details of remuneration, etc. of Directors (excluding those who are Audit & Supervisory Committee Members) for the fiscal year under review at a meeting of the Board of Directors based on the said Committee's report. Remuneration, etc. of Directors (excluding those who are Audit & Supervisory Committee Members) for the fiscal year under review consists of basic remuneration, which is a fixed monetary remuneration, performance-linked bonus as short-term incentive remuneration, stock options with share price conditions as medium- to long-term incentive remuneration and stock remuneration-type stock options. In consideration of their roles and duties, remuneration, etc. of Directors who are Audit & Supervisory Committee Members is limited to basic remuneration, which is fixed monetary remuneration.

The individual remuneration, etc. of Directors (excluding those who are Audit & Supervisory Committee Members) for the fiscal year under review was deliberated by the Nomination and Remuneration Advisory Committee, the majority of whose members and chairperson are independent Outside Directors, from the perspective of ensuring objectivity and transparency, and a report was submitted stating that the details and decision process were in accordance with the relevant decision-making policy. The Board of Directors made decisions based on the content of the report, and therefore, the Company judges that the details thereof are in accordance with the said policy.

In addition, the Board of Directors of the Company resolved on July 24, 2025 to partially revise the policy for determining the remuneration, etc. of Directors (excluding those who are Audit & Supervisory Committee Members).

[Decision policy regarding the details of individual remuneration, etc. of Directors]

i) Policy for determining the amount or calculation method of individual remuneration, etc. of Directors regarding basic remuneration (fixed monetary remuneration) and performance-linked remuneration

As individual monetary remuneration, etc. of Directors who are not Audit & Supervisory Committee Members (excluding Outside Directors), the Company shall pay basic remuneration (fixed monetary remuneration) and performance-linked bonuses as short-term incentive remuneration for improving business performance in each fiscal year. The Company shall pay basic remuneration (fixed monetary remuneration) only to Outside Directors who are not Audit & Supervisory Committee Members.

The amount of individual basic remuneration for Directors who are not Audit & Supervisory Committee Members shall be updated and determined each fiscal year within the limits of the total amount of remuneration resolved at the General Meeting of Shareholders, taking into consideration the position and responsibilities and business execution status of each Director and the Company's performance and economic conditions, etc.

The amount of individual performance-linked bonuses for Directors who are not Audit & Supervisory Committee Members (excluding Outside Directors) shall be updated and determined each fiscal year, taking into consideration each Director's position and responsibilities, etc. based on the degree of achievement against the performance targets for each fiscal year. In each fiscal year, the Company shall set a bonus base amount for each individual, which is the basis for calculation, and a payment coefficient based on the degree of achievement of performance targets, and the amount calculated by multiplying the bonus base amount by a payment coefficient ranging from 0% to 200% shall be paid. The performance target for each fiscal year shall be based on consolidated net sales and adjusted operating profit, which are the most important management indicators of the Company. The ratio of the total

performance-linked bonus to total monetary remuneration in the case of 100% achievement of performance targets should be approximately 15%.

The amount of individual basic remuneration for Directors who are Audit & Supervisory Committee Members shall be determined by consultation of all Audit & Supervisory Committee Members within the limits of the total amount of remuneration resolved at the General Meeting of Shareholders.

<Revisions effective July 24, 2025 >

- Performance targets shall be based on consolidated sales growth rate and adjusted operating profit.
- The ratio of the total bonus base amount to the total monetary remuneration shall be designed to be approximately 30%.

ii) Introduction and decision policy for non-monetary remuneration

With regard to individual remuneration, etc. of Directors who are not Audit & Supervisory Committee Members (excluding Outside Directors), stock options with share price conditions and stock remuneration-type stock options may be granted as medium- to long-term incentive remuneration. The ratio of these stock options to basic remuneration shall be decided and appropriate limits and conditions shall be set based on the business environment, remuneration level at other companies, etc. in order to make the stock options incentives that encourage the maximization of Directors' performance and willingness to contribute in addition to appropriate risk taking as a result of the further strengthening of the link with shareholder value.

The introduction of a non-monetary remuneration plan as other individual remuneration, etc. of Directors shall require a resolution of the Board of Directors. When introducing such a remuneration plan, the Board of Directors shall determine the details of the plan, the policy for determining the amount (calculation method), and the ratio of each form of remuneration that constitutes the individual remuneration, etc. based on the details of a report from the Nomination and Remuneration Advisory Committee following consultations with the said Committee.

<Revisions effective July 24, 2025>

- The Stock Options to be granted as individual remuneration, etc. to Directors who are not Audit & Supervisory Committee Members (excluding Outside Directors) from the fiscal year ending May 2026 onward shall set forth a malus clause based on the policy for determining remuneration, etc. of Directors. This clause enables all or part of unexercised stock options granted to a Director to be forfeited in specific cases by determination of the Board of Directors following consultation with the Nomination and Remuneration Advisory Committee. Such specific cases include a serious violation against laws and regulations or internal rules of the Company caused by the relevant Director or in an area in charge of said Director.

iii) Policy for determining the level, timing of payment/granting, and conditions of remuneration, etc. to Directors

Remuneration for Directors shall be designed with reference to the remuneration levels of companies of similar business size and in related industries and business categories, using the officers' remuneration database of an external research organization.

Among the remuneration, etc. for Directors, fixed remuneration shall be paid monthly, and the performance-linked bonus shall be paid in a lump sum at a certain time each year. In addition, stock options with share price conditions and stock remuneration-type stock options shall take into consideration the timing of payment/granting, conditions, etc. based on stock options granted in the past, number of years in office, etc.

This shall not apply in cases where expenses to be paid as remuneration are separately incurred.

iv) Matters concerning the decisions on remuneration, etc.

Individual remuneration, etc. of Directors who are not Audit & Supervisory Committee Members shall be decided at a meeting of the Board of Directors based on the details of a report

from the Nomination and Remuneration Advisory Committee following consultations with the said Committee.

In the event of issuing stock options with share price conditions and stock remuneration-type stock options for Directors who are not Audit & Supervisory Committee Members (excluding Outside Directors), a resolution of the General Meeting of Shareholders shall be obtained, and details of the proposal for the General Meeting of Shareholders shall be determined at a meeting of the Board of Directors based on a report of the Nomination and Remuneration Advisory Committee following consultations with the said Committee.

b. Total amount of remuneration, etc. for the fiscal year under review

Categories	Total amount of remuneration (Millions of yen)	Total amount of remuneration by type (Millions of yen)			Number of applicable officers
		Basic remuneration	Performance-linked bonus	Stock option	
Directors (excluding those who are Audit & Supervisory Committee Members) [of which Outside Directors]	459 [9]	214 [9]	26 [-]	219 [-]	7 [2]
Directors who are Audit & Supervisory Committee Members [of which Outside Directors]	19 [19]	19 [19]	- [-]	- [-]	5 [5]
Total [of which Outside Directors]	479 [28]	233 [28]	26 [-]	219 [-]	12 [7]

(Notes) 1. The table above includes two Outside Directors who retired as Directors who are Audit & Supervisory Committee Members at the conclusion of the 17th Annual General Meeting of Shareholders held on August 27, 2024, and were appointed as Directors (excluding those who are Audit & Supervisory Committee Members).

2. Taxation on Stock Options (Q&A) published by the National Tax Agency on May 30, 2023 states that trust-type stock options are subject to employment income taxation on the difference between the exercise price at the time of exercise and the market value of the shares at the time of exercise. As a response to the statement, the amount of basic remuneration for directors (excluding those who are Audit & Supervisory Committee Members) includes 49 million yen paid to two directors (excluding those who are Audit & Supervisory Committee Members) as a cover for the additional burden of unexercised trust-type stock options granted to them.

3. The performance targets, the basis for calculating the amount of performance-linked bonuses, are based on consolidated net sales and adjusted operating profit, the most important management indicators for the Company. The performance target for the fiscal year under review were 43,303 million yen in consolidated net sales and 3,342 million yen in adjusted operating profit, whereas the actual results for the fiscal year under review were 43,202 million yen in consolidated net sales (achievement rate: 99.7%) and 3,555 million yen in adjusted operating profit (achievement rate: 106.3%). The calculation method for the amount of performance-linked bonuses for the fiscal year under review is as follows:

Amount of performance-linked bonus = bonus base amount x payment coefficient (1) x benchmark weight 75% + bonus base amount x payment coefficient (2) x benchmark weight 25%

Payment coefficient (1)

Consolidated net sales target achievement rate	Payment coefficient
105% or more	200%
102.5% or more	150%
100% or more	100%
97.5% or more	75%
95% or more	50%
Under 95%	0%

Payment coefficient (2)

Adjusted operating profit target achievement rate	Payment coefficient
110% or more	200%
105% or more	150%
100% or more	100%
95% or more	75%
90% or more	50%
Under 90%	0%

4. The column “Stock option” shows the amount of expenses recorded in the fiscal year under review for share acquisition rights as stock options with share price conditions and stock remuneration-type stock options with share price conditions for Directors (excluding those who are Audit & Supervisory Committee Members).
 5. The total annual amount of remuneration paid to Directors (excluding those who are Audit & Supervisory Committee Members) shall not exceed ¥500 million (of which ¥50 million or less is for Outside Directors), as resolved at the 17th Annual General Meeting of Shareholders held on August 27, 2024. Number of Directors (excluding those who are Audit & Supervisory Committee Members) at the conclusion of said General Meeting of Shareholders was five (of which two are Outside Directors).
 6. The total annual amount of remuneration paid to Directors who are Audit & Supervisory Committee Members shall not exceed ¥50 million, as resolved at the Extraordinary General Meeting of Shareholders held on January 30, 2019. Number of Directors who are Audit & Supervisory Committee Members at the conclusion of said General Meeting of Shareholders was four.
 7. The maximum amount of remuneration for share acquisition rights as stock options with share price conditions for Directors (excluding those who are Audit & Supervisory Committee Members) was resolved at the 15th Annual General Meeting of Shareholders held on August 30, 2022, separate from the maximum amount of remuneration mentioned in 5. above, to be up to ¥250 million (the total number of these share acquisition rights issued within one year from the date of the said General Meeting of Shareholders is limited to 5,000). Number of Directors (excluding those who are Audit & Supervisory Committee Members) at the conclusion of said General Meeting of Shareholders was five. Details of share acquisition rights issued in the 16th term based on the resolution of the said General Meeting of Shareholders are as described in the column of the 9th Share Acquisition Rights under 2. Status of the Company, (2) Share acquisition rights, (i) Share acquisition rights held by the Company’s officers as the end of the fiscal year under review that have been delivered as consideration for their execution of duties.
 8. The maximum amount of remuneration for share acquisition rights as stock remuneration-type stock options with share price conditions for Directors (excluding those who are Audit & Supervisory Committee Members) was resolved at the 16th Annual General Meeting of Shareholders held on August 29, 2023, separate from the maximum amount of remuneration mentioned in 5. and 7. above, to be up to ¥250 million (the total number of these share acquisition rights issued within one year from the date of the said General Meeting of Shareholders is limited to 3,000). Number of Directors (excluding those who are Audit & Supervisory Committee Members) at the conclusion of the said General Meeting of Shareholders was five. Details of share acquisition rights issued in the 17th term based on the resolution of the said General Meeting of Shareholders are as described in the column of the 12th Share Acquisition Rights under 2. Status of the Company, (2) Share acquisition rights, (i) Share acquisition rights held by the Company’s officers as the end of the fiscal year under review that have been delivered as consideration for their execution of duties.
- c. Total amount of officer remuneration, etc. received by outside officers from subsidiaries
Not applicable.

(vi) Outside officers

- a. Significant concurrent positions at other companies and relationships between the Company and such other companies

Categories	Name	Concurrent positions	Relationship with the Company
Outside Director	Toru Akaura	Outside Director of S-Pool, Inc.	A business relationship exists between said company and the Company relating to Sansan/Bill One services. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
		Representative Director of Incubate Fund KK	A business relationship exists between said company and the Company relating to Sansan/Bill One services. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
		Outside Director of Double Standard Inc.	There is no special interest.
		Outside Director of jig.jp Co., Ltd.	There is no special interest.
		External Director of ispace Inc.	A business relationship exists between said company and the Company relating to Sansan/Bill One services. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.

Categories	Name	Concurrent positions	Relationship with the Company
Outside Director	Taro Saito	Representative Director of dof Inc.	There is no special interest.
		Director of CC Corporation	There is no special interest.
		Outside Director of for Startups, Inc.	A business relationship exists between said company and the Company relating to Eight services and services provided by said company. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
		Outside Director of ZOZO, Inc.	A business relationship exists between said company and the Company relating to Sansan/Bill One services. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
Outside Director (Audit & Supervisory Committee Member)	Maki Suzuki	Attorney at Shintaro Sato Law Office	There is no special interest.
		Outside Director, Audit & Supervisory Committee Member of nms Holdings Corporation	A business relationship exists between said company and the Company relating to Sansan/Bill One services. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
		Outside Audit & Supervisory Board Member of T. HASEGAWA CO., LTD.	A business relationship exists between said company and the Company relating to Sansan/Bill One services. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
Outside Director (Audit & Supervisory Committee Member)	Toko Shiotsuki	Director (Full-time Audit and Supervisory Committee member) of CyberAgent, Inc.	A business relationship exists between said company and the Company relating to Sansan/Bill One and Eight services as well as services provided by said company. However the amount of those transactions for both parties is immaterial (less than 1% of the Company's sales) and the business relationship is not significant in terms of the occurrence of special interests.
Outside Director (Audit & Supervisory Committee Member)	Tsunehiro Shirota	Representative Director of Alto Inc.	There is no special interest.

b. Major activities during the fiscal year under review

Categories	Name	Attendance, statements contribution and overview of the duties carried out in the roles expected of Outside Directors
Outside Director (Audit & Supervisory Committee Member)	Toru Akaura	He attended 12 out of all 13 meetings of the Board of Directors and 2 out of all 3 meetings of the Nomination and Remuneration Advisory Committee held during the fiscal year under review, and 2 out of all 3 meetings of the Audit & Supervisory Committee held until his resignation as an Audit & Supervisory Committee member. He accordingly furnishes remarks as necessary from an objective standpoint as an independent officer, including raising questions and providing opinions on the Company's investment and financial strategies and business growth, drawing on his longstanding work experience in the venture capital business and his extensive insight serving as an officer at other companies. In addition, as a member of the Nomination and Remuneration Advisory Committee, he participated in deliberations on the selection of director candidates and the remuneration decision process from an objective standpoint.
Outside Director (Audit & Supervisory Committee Member)	Taro Saito	He attended all 13 meetings of the Board of Directors and all 3 meetings of the Nomination and Remuneration Advisory Committee held during the fiscal year under review, and all 3 meetings of the Audit & Supervisory Committee held until his resignation as an Audit & Supervisory Committee member. He accordingly furnishes remarks as necessary from an objective standpoint as an independent officer, including raising questions and providing opinions mainly on the Company's overall management and corporate governance based on his management perspective and extensive knowledge of branding and communication design, etc. In addition, as a member of the Nomination and Remuneration Advisory Committee, he participated in deliberations on the selection of director candidates and the remuneration decision process from an objective standpoint.
Outside Director (Audit & Supervisory Committee Member)	Maki Suzuki	She attended all 13 meetings of the Board of Directors, all 13 meetings of the Audit & Supervisory Committee, and all 3 meetings of the Nomination and Remuneration Advisory Committee held during the fiscal year under review. She accordingly furnishes remarks as necessary from an objective standpoint as an independent officer, including raising questions and providing opinions on legal matters and diversity related issues, drawing on her extensive insight and experience as an attorney at law and a company officer. In addition, as chairperson of the Nomination and Remuneration Advisory Committee, she led deliberations on the selection of director candidates and the remuneration decision process.
Outside Director (Audit & Supervisory Committee Member)	Toko Shiotsuki	She attended all 13 meetings of the Board of Directors and all 13 meetings of the Audit & Supervisory Committee held during the fiscal year under review. She accordingly furnishes remarks as necessary from an objective standpoint as an independent officer, including raising questions and providing opinions from the perspective of auditing and supervision as well as diversity, by leveraging her broad insight in accounting, auditing and legal affairs based on her degrees as a junior accountant and a doctor of jurisprudence (professional) in addition to her work experience. In addition, she served as a member of the Nomination and Remuneration Advisory Committee until August 2024 and attended all 2 meetings of the Nomination and Compensation Advisory Committee held during that period. She participated in deliberations on the selection of director candidates and the remuneration decision process from an objective standpoint.
Outside Director (Audit & Supervisory Committee Member)	Tsunehiro Shirota	After assuming the position of Director of the Company, he attended all 10 meetings of the Board of Directors and all 10 meetings of the Audit & Supervisory Committee held during the fiscal year under review. He accordingly furnishes remarks as necessary from an objective standpoint as an independent officer, primarily raising questions and providing opinions on investment, finance, and corporate governance, leveraging his extensive knowledge of corporate management, investment in global funds, and finance and accounting.

3. Financial Auditor

(1) Name

KPMG AZSA LLC

(2) Amount of remuneration

(Millions of yen)

	Amount of remuneration
Amount of remuneration for the Financial Auditor for the fiscal year under review	35
Total amount of money and other economic benefits that the Company and its subsidiaries should pay to the Financial Auditor	38

- (Notes) 1. In the audit agreement between the Company and the Financial Auditor, the amount of remuneration for audit under the Companies Act and audit under the Financial Instruments and Exchange Act are not clearly distinguished. As it is not possible to effectively distinguish them, the total amount of both remunerations is described as the amount of remuneration for the Financial Auditor for the fiscal year under review.
2. The Audit & Supervisory Committee has concluded that the remuneration of the Financial Auditor is appropriate and consented to it after confirming the details of the audit plan of the Financial Auditor, the status of performing duties of financial audits, the suitability of the estimate of remuneration for the Financial Auditor and other factors.
3. Among the principal subsidiaries of the Company, Sansan Global Pte. Ltd., Sansan Global Development Center, Inc., and Sansan Global (Thailand) Co., Ltd. are audited by a financial auditor other than the Company's Financial Auditor.

(3) Details of non-audit services

Not applicable.

(4) Policy on decisions of dismissal or non-reappointment of the Financial Auditor

If deemed necessary by the Audit & Supervisory Committee in cases such as where the Financial Auditor has difficulty in executing audit duties, the Audit & Supervisory Committee shall decide the content of a proposal regarding the dismissal or non-reappointment of the Financial Auditor to be submitted to a general meeting of shareholders.

If the Audit & Supervisory Committee determines that any of the provisions of Article 340, paragraph (1) of the Companies Act applies with respect to the Financial Auditor, it shall dismiss the Financial Auditor based on a resolution by the Audit & Supervisory Committee. In this case, the Audit & Supervisory Committee Member selected by the Audit & Supervisory Committee shall present a report stating the purport of the dismissal of the Financial Auditor and the reasons therefor to the first general meeting of shareholders convened after the dismissal.

4. System to ensure the properness of business operations (Internal control system)

(1) Overview of decisions on the system to ensure the properness of business operations

Overview of decisions on the system to ensure that the execution of duties by Directors complies with laws and regulations as well as the Articles of Incorporation, and other systems to ensure the properness of business operations of the Company and business operations of the corporate group composed of its subsidiaries (Basic Policy on Internal Control Systems) is as follows.

- (i) System to ensure that the execution of duties by Directors and employees complies with laws and regulations as well as the Articles of Incorporation (System for strict compliance with laws and regulations and the Articles of Incorporation)**

Directors and employees carry out appropriate corporate activities based on high ethical standards and comply with laws and regulations and internal rules such as the Articles of Incorporation in accordance with the Company's corporate philosophy and code of conduct, "The Katachi of Sansan."

Establish the Compliance Committee to oversee the compliance systems, with the Representative Director & CEO as the person who has the ultimate responsibility for compliance, and while determining policies and measures related to compliance, monitor the progress of such policies and measures and promote compliance.

Develop rules for a Whistle-Blower System, and strive to ensure awareness and compliance with the rules to prevent illegal, inappropriate or unethical behavior by Directors, employees, etc., and to detect issues at an early stage, implement corrective measures and prevent recurrence.

Establish the Internal Auditing Department, an independent entity under the direct supervision of the Representative Director & CEO, and implement audits based on internal audit regulations to verify if execution of business operations is being conducted based on laws and regulations, the Articles of Incorporation, and internal and other rules while at all times strive to make improvements when issues are discovered.

- (ii) System for storage and management of information related to execution of duties by Directors (Information storage and management system)**

The Company shall appropriately prepare, store and manage documents, business forms, various information such as records made in an electronic format based on the Rules on Information Asset Management, after classifying according to level of confidentiality.

Directors may access these documents and records at any time.

- (iii) Rules and other systems for managing risk of loss (Risk management system)**

Appropriately manage a host of potential risks in the Company's business activities through the establishment of internal rules and a response system.

For risks identified at each department through the execution of business operations, internal audit process, etc., assess the risks from the perspective of the frequency of occurrence and impact level, and strive to prevent and early detect risks.

Due to the nature of the Company's business, give utmost priority to the appropriate handling of personal information, appoint a person in charge of personal information protection, and make efforts to minimize the risks associated with the management of personal information by establishing internal rules centered on a set of basic regulations for the protection of personal information. Reduce information security risks by appointing a chief information security officer with responsibility and authority for information security risks and risk management and establishing rules on management of information systems.

Establish a system for promptly and appropriately reporting, managing and responding in the event that an incident occurs or any kind of risk arises. Directors shall immediately report to the Audit & Supervisory Committee in the event of an incident or any kind of risk arising that may cause a major loss to the Company.

- (iv) System to ensure that the duties of the Directors are being carried out efficiently (System for securing efficiency)

In accordance with laws and regulations, the Articles of Incorporation, and the Rules on the Board of Directors, hold regular meetings of the Board of Directors once a month and convene extraordinary meetings of the Board of Directors as needed in order to discuss and make decisions on management plans and other important matters, receive reports from Executive Directors, and supervise the status of business execution.

In order to realize agile execution of business operations based on the decisions and delegations of the Board of Directors, we have established the Executive Committee consisting of executive directors and others, and through the development and operation of the executive officer system and organizational regulations, establish suitable and efficient decision-making and business-execution systems, and clarifying areas of responsibility and authority related to corporate organs, organizational structures and positions.

- (v) System to ensure the properness of business operations of the corporate group composed of the Company and its subsidiaries (Internal control of corporate group)

The Sansan Group, consisting of the Company and its subsidiaries, has held up a policy to carry out appropriate corporate activities based on high ethical standards and to comply with policies and rules applied group-wide, their respective corporate philosophy and code of conduct as well as applicable laws and regulations and internal rules, such as the Articles of Incorporation, and endeavors to develop fair and responsible business to contribute to sustainable growth of the Sansan Group.

In addition, as the basic policy for involvement in management of its subsidiaries, the Company has established the Rules on Management of Subsidiaries and maintains a system in which group governance can function, such as concluding business management agreements with the subsidiaries for establishing systems that require the Company's approval or reporting to the Company regarding important matters in business operations of the subsidiaries.

The Internal Auditing Department implements regular audits in order to verify if the business operations of the Company and its subsidiaries are in compliance with laws and regulations, the Articles of Incorporation, internal rules, and other regulations.

- (vi) Internal control system for financial reporting (System to ensure properness of financial reporting)

In order to secure the properness of financial reporting of the Company and its subsidiaries, the Company shall develop and appropriately operate internal rules, including the Basic Policy on Internal Controls Related to Financial Reporting, based on the Financial Instruments and Exchange Act and other laws and regulations in Japan and overseas that apply to the Company and its subsidiaries.

In addition, develop and operate a monitoring system for financial reporting and establish a system for timely and appropriate reporting when internal control system problems or defects are identified through the monitoring system.

In terms of information infrastructure, effective and efficient use of the internal control system is made for financial reporting and the Company shall respond appropriately with respect to general control and application control of that structure.

- (vii) Matters related to the Office that assists the duties of the Audit & Supervisory Committee, matters related to the independence of members of that Office, and matters on ensuring the practicability of instructions to those members (Establishing an Office and Office member for the Audit & Supervisory Committee) (Independence of the Office member for the Audit & Supervisory Committee) (Ensuring practicability of instructions to the Office member of the Audit & Supervisory Committee)

Establish an Office under the direct control of the Audit & Supervisory Committee and an Office member is designated to assist the duties of the Committee's members on a full time basis.

The supervisory authority over that Office member is to belong exclusively to the Audit & Supervisory Committee and the appointment, transfer, performance evaluation, disciplinarian action, and other matters regarding the member require the approval of, and prior notification to, the Audit & Supervisory Committee.

- (viii) System for submitting reports to the Audit & Supervisory Committee, which includes the system for Directors and employees to report to the Audit & Supervisory Committee (System for reporting to the Audit & Supervisory Committee)

Directors and employees shall promptly inform the Audit & Supervisory Committee of any matter that may have a significant impact on the Company and the implementation status of internal audits as well as legal matters, and provide necessary reports and information in response to requests from the Audit & Supervisory Committee.

Ensure that there is an appropriate reporting system in accordance with the rules for a Whistle-Blower System. The Company shall not treat any Director or employee unfavorably on the basis of said Director or employee using the System to give a report.

- (ix) Other systems for ensuring the effectiveness of audits by the Audit & Supervisory Committee (Systems for ensuring the effectiveness of audits by the Audit & Supervisory Committee)

The Company ensures the efficiency and effectiveness of audits by having an Audit & Supervisory Committee member or an Office member of the Audit & Supervisory Committee attend meetings of the Board of Directors or other important meetings and gather information necessary for the audits.

The Representative Director & CEO shall meet regularly with the Audit & Supervisory Committee and Financial Auditor to exchange opinions and communicate effectively.

The Audit & Supervisory Committee shall meet regularly with the Financial Auditor to exchange opinions, as well as exchange information with auditing organizations at all times, such as by receiving the audit plan and reports on the results of auditing from the Internal Auditing Department.

The operation status of the Compliance System and other compliance systems shall be regularly reported to the Audit & Supervisory Committee.

Payments of reasonable costs incurred in the process of executing the duties of the Audit & Supervisory Committee member shall be addressed upon a request for payment.

- (2) Overview of operational status of the system to ensure the properness of business operations

The Company has established and implemented an internal control system based on the aforementioned Basic Policy on Internal Control Systems. An overview of its operational status is as follows.

During the fiscal year under review, the Company held 13 meetings of the Board of Directors. Outside Directors that have no conflict of interest with the Company were always in attendance to ensure that Directors executed their duties lawfully and to improve the efficiency of the Directors' execution of duties, and exchanged opinions with the Executive Directors. In addition, the Company held 13 meetings of the Audit & Supervisory Committee. The Company has established the Office member dedicated to the Audit & Supervisory Committee, who provides reports regarding the status of internal audit implementation, as well as reports and information as requested by the Audit & Supervisory Committee. Furthermore, with regard to the Board of Directors, in addition to the aforementioned meetings of the Board of Directors held, there were four resolutions in writing, which were deemed to be equivalent to resolutions by a meeting of the Board of Directors in accordance with the provisions of Article 370 of the Companies Act and Article 24 of the Articles of Incorporation of the Company. In addition, the Company holds meetings of the Executive Committee as necessary, consisting of all full-time directors and executives in charge, which operates in a manner that contributes to appropriate and prompt business execution and decision-making by the Board of Directors and executives in charge, etc.

With regard to the system for complying with laws and regulations and ensuring the appropriateness of business operations, we establish an audit plan to ensure that all of our business sites, departments,

and subsidiaries in Japan and overseas are subject to audits at least once every three years, and conduct internal audits accordingly. We also conduct annual audits for business operations necessary for obtaining and maintaining business licenses and international standards certifications, etc. Audit results are summarized monthly and reported to the Representative Director and the Audit & Supervisory Committee. A comprehensive audit report is also submitted to the Board of Directors once a year. For areas requiring improvement, corrective instructions are issued to the audited departments, and the status of improvements is monitored before being reported again to the Representative Director and the Audit & Supervisory Committee. In addition, efforts are made to further enhance the internal control system through cooperation in internal audits with the Audit & Supervisory Committee and other measures.

With regard to risk management, a list of accidents and emergencies with the potential to cause the leakage of personal information is reported to the Board of Directors on a monthly basis, and every effort is made to identify potential risks. Employees, including temporary employees receive training on protecting personal information in order to deepen knowledge and understanding of the appropriate handling of personal information. Also, both permanent employees and contract employees are encouraged to acquire certification as Protection of Individual Information Person, and the Company is keeping record of such certification acquirement. Furthermore, with regard to the development of basic regulations for the protection of personal information, and checking the status of its implementation, audits are implemented in accordance with the annual audit plan that is formulated by the person in charge of the protection of personal information. With regard to other matters concerning information security of the Company, vulnerability and penetration tests are implemented, and vulnerability countermeasures are taken from an objective perspective.

With regard to the subsidiary management system, the Company has entered into business management agreements with subsidiaries in the scope of consolidation based on subsidiary management rules, and keeps track of the status of business execution through prior approval of important matters, etc. It also shares issues and provides guidance and advice in terms of business operations. In the case of each of the subsidiaries overseas, the Company secures the suitability of proper business operations from the perspective of the Company and the subsidiary by requiring that it has an audit undertaken by a local audit firm.

With regard to the internal control system for financial reporting, the Internal Auditing Department implemented evaluation in accordance with the internal controls evaluation annual plan pursuant to the Basic Policy on Internal Controls Related to Financial Reporting, one of the Company's internal rules. As a result of implementing roll-forward procedures for each of the evaluation items based on evaluations provided during the period, it was confirmed that the internal controls for the fiscal year under review were effective.

5. Basic policy regarding control of company

The Company believes that those who control decisions regarding financial and operational policy should strive to concentrate business resources in a manner that maximizes corporate value and augments the Company's mutual interests with its shareholders with the aim of consistently achieving sustainable growth.

Whereas the Company has not adopted anti-takeover measures at this point in time, we will continue to review matters flexibly while monitoring changes with respect to social affairs and other circumstances.

6. Policy on determination of dividends of surplus and others

Recognizing the importance of properly returning profits to its shareholders, the Company's basic policy is to pay stable dividends while ensuring a balance with internal reserves.

We have established a medium-term financial policy that aims for continued solid sales growth and accelerated growth in adjusted operating profit from the 18th term (the fiscal year ended May 31, 2025) through the 20th term (the fiscal year ending May 31, 2027). In addition to this policy, we will consider flexibly implementing share buybacks as part of shareholder returns, taking into comprehensive consideration the current financial situation, stock price trends, and the dilution ratio of shares resulting from the issuance and exercise of stock options.

During the fiscal year under review, given that our business remains in the growth stage at this point in time, we have accordingly opted to forgo payment of a dividend in the belief that the greatest return on profits to shareholders will come from enhancing internal reserves and making the investments necessary for business expansion, in addition to strengthening our financial position.

The Company's Articles of Incorporation stipulate that the Company may determine the matters stipulated in each item of Article 459, Paragraph 1 of the Companies Act, including the distribution of surplus, by a resolution of the Board of Directors, unless otherwise provided by laws and regulations. Our basic policy is to furnish dividends twice annually in the form of an interim dividend and a year-end dividend, in the event that we opt to implement a dividend of surplus.

Consolidated balance sheet

(As of May 31, 2025)

(Millions of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	35,392	Current liabilities	27,792
Cash and deposits	31,172	Accounts payable – trade	815
Accounts receivable – trade	1,409	Current portion of long-term borrowings	938
Prepaid expenses	1,077	Accounts payable – other	2,708
Other	1,742	Income taxes payable	1,100
Allowance for doubtful accounts	(9)	Accrued consumption taxes	669
Non-current assets	12,591	Advances received	17,469
Property, plant and equipment	2,637	Provision for bonuses	1,016
Buildings and structures	1,994	Provision for loss on share sale contract	2,301
Other	642	Other	773
Intangible assets	1,675	Non-current liabilities	4,150
Software	724	Long-term borrowings	2,634
Goodwill	951	Provision for retirement benefits for directors (and other officers)	58
Other	0	Retirement benefit liability	59
Investments and other assets	8,278	Other	1,399
Investment securities	3,727	Total liabilities	31,943
Leasehold deposits	2,063	Net assets	
Deferred tax assets	1,964	Shareholders' equity	14,775
Other	523	Share capital	7,203
		Capital surplus	4,800
		Retained earnings	3,072
		Treasury shares	(302)
		Accumulated other comprehensive income	173
		Valuation difference on available-for-sale securities	97
		Foreign currency translation adjustment	75
		Share acquisition rights	973
		Non-controlling interests	118
		Total net assets	16,040
Total assets	47,984	Total liabilities and net assets	47,984

(Note) Amounts less than ¥1 million are rounded down.

Consolidated statement of income

(From June 1, 2024 to May 31, 2025)

(Millions of yen)

Item	Amount	
Net sales		43,202
Cost of sales		5,791
Gross profit		37,410
Selling, general and administrative expenses		34,609
Operating profit		2,800
Non-operating income		
Interest income	16	
Dividend income	5	
Foreign exchange gains	3	
Subsidy income	25	
Other	17	67
Non-operating expenses		
Interest expenses	27	
Commission expenses	5	
Loss on investments in investment partnerships	39	
Donations	15	
Other	36	124
Ordinary profit		2,743
Extraordinary income		
Gain on reversal of share acquisition rights	36	
Gain on sale of investment securities	418	455
Extraordinary losses		
Loss on retirement of non-current assets	47	
Head office relocation expenses	241	
Loss on valuation of investment securities	126	
Provision for loss on share sale contract	2,301	
Impairment losses	43	2,759
Profit before income taxes		439
Income taxes – current	1,031	
Income taxes – deferred	(1,006)	25
Profit		414
Loss attributable to non-controlling interests		(9)
Profit attributable to owners of parent		424

(Note) Amounts less than ¥1 million are rounded down.

Consolidated statement of changes in equity

(From June 1, 2024 to May 31, 2025)

(Millions of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	6,774	4,371	2,648	(2)	13,792
Changes during period					
Issuance of new shares	429	429			858
Purchase of treasury shares				(299)	(299)
Profit attributable to owners of parent			424		424
Net changes in items other than shareholders' equity					—
Total changes during period	429	429	424	(299)	982
Balance at end of period	7,203	4,800	3,072	(302)	14,775

	Accumulated other comprehensive income			Share acquisition rights	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Total accumulated other comprehensive income			
Balance at beginning of period	134	79	213	638	128	14,772
Changes during period						
Issuance of new shares						858
Purchase of treasury shares						(299)
Profit attributable to owners of parent						424
Net changes in items other than shareholders' equity	(36)	(3)	(40)	335	(9)	285
Total changes during period	(36)	(3)	(40)	335	(9)	1,268
Balance at end of period	97	75	173	973	118	16,040

(Note) Amounts less than ¥1 million are rounded down.

Notes to consolidated financial statements

1. Notes regarding significant accounting policies for preparation of consolidated financial statements

(1) Disclosure of scope of consolidation

(i) Consolidated subsidiaries

- Number of consolidated subsidiaries: 7
- Names of consolidated subsidiaries:
Sansan Global Pte. Ltd.
Sansan Global Development Center, Inc.
Sansan Global (Thailand) Co., Ltd.
logmi, Inc.
CREATIVE SURVEY INC.
Institute of Language Understanding Inc.
One other company

Change in scope of consolidation

In the fiscal year under review, Sansan Corporation was excluded from the scope of consolidation due to the completion of its liquidation.

(ii) Disclosure about fiscal years, etc. of consolidated subsidiaries

The balance sheet date of the financial statements of all consolidated subsidiaries coincides with the balance sheet date of the consolidated financial statements of the Company.

(2) Disclosure of accounting policies

(i) Accounting policy for measuring significant assets

a. Available-for-sale securities

Securities other than shares with no market price, etc.

Stated at the quoted market price. Net unrealized gains or losses on these securities are reported as a separate component of net assets at a net-of-tax amount. Cost of sales is determined using the moving-average method.

Shares with no market price, etc.

Stated at cost using the moving-average method

Investments in limited partnerships and similar investments

The most recent financial statements available according to the financial reporting date stipulated in the partnership agreement are used as the basis for calculating the net amount equivalent to the Company's equity interest. If the partnership holds available-for-sale securities and have valuation difference, share of valuation difference for using equity method is recorded under valuation difference on available-for-sale securities.

(ii) Accounting policy for depreciation of significant assets

a. Property, plant and equipment (excluding leased assets)

Facilities attached to buildings and structures acquired on or after April 1, 2016 are depreciated using the straight-line method, and other property, plant and equipment are depreciated using the declining-balance method.

b. Intangible assets (excluding leased assets)

Amortized using the straight-line method. Software for internal use is amortized using the straight-line method over its useful life as internally determined (3 years).

c. Leased assets

- Leased assets related to finance lease transactions that transfer ownership
Leased assets related to finance lease transactions that transfer ownership are depreciated by the same approach as the depreciation method applied to non-current assets owned by lessee.
- Leased assets related to finance lease transactions that do not transfer ownership
Leased assets related to finance lease transactions that do not transfer ownership are depreciated using the straight-line method assuming the lease periods as useful lives without residual value.

(iii) Accounting policy for deferred assets

Share issuance costs

Share issuance costs are fully recognized as expenses when incurred.

(iv) Accounting policy for significant provisions

a. Allowance for doubtful accounts

To prepare for losses from bad debts, an estimated uncollectible amount is provided by using the historical rate of credit loss in the case of general receivables, or based on individual consideration of collectability in the case of specific receivables such as highly doubtful receivables.

b. Provision for bonuses

A reserve for the employee bonus payment is provided by recording the estimated amounts of the future payments attributed to the fiscal year under review.

c. Provision for retirement benefits for directors (and other officers)

To prepare for the provision of retirement benefits for directors (and other officers), some consolidated subsidiaries record the required amounts to the fiscal year under review in accordance with the Company's internal regulations.

d. Provision for loss on share sale contract

Based on the conclusion of contracts for the sale of shares held and to be acquired in the future, the estimated amount of losses to be incurred as a result of such sales is provided.

(v) Accounting policy for retirement benefits

a. Application of the simplified method at small scale companies, etc.

In calculating provision and expense of retirement benefits, some consolidated subsidiaries apply the simplified method that uses the required amount for voluntary resignation at the end of the fiscal year concerning retirement benefits as retirement benefit obligations.

(vi) Accounting policy for revenue and expenses

Sansan/Bill One Business

The services to be transferred over a certain period include a sales DX solution Sansan and accounting DX solution Bill One, and as these main services are provided throughout the course of the contract period, revenue is recognized by apportioning the transaction price based on the contract with the client over the service provision period set forth in the contract.

In addition, for the pay as you go portion of Sansan business cards and Bill One invoice data conversion, the amount calculated in accordance with the number of subject business cards or invoices, and the unit price based on the contract is recognized as revenue.

Eight Business

The services to be transferred over a certain period include B2C business card management service for individuals Eight Premium, B2B business card management service for companies Eight Team, as well as recruitment-related services and advertisement distribution services. As these are services that are provided over the course of the contract period, the total transaction price under the contract with the client for the service provision period prescribed in the contract is apportioned and recognized as revenue.

Goods or services that are to be transferred at one time include B2B recruitment-related services, advertising services, and various business event services.

In the event of an advertisement being created in the advertising service and provided to the client, revenue is recognized at the time the advertisement is transferred to the client. In addition, in the event business service, as goods or services are transferred to the client through the holding of an event, revenue is recognized on each occasion that an event is held.

(vii) Method and period for amortization of goodwill

Goodwill is amortized over a ten-year period using the straight-line method.

(viii) Accounting policy for foreign currency translation

Monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the spot exchange rate prevailing as of the consolidated balance sheet date, and differences arising from the foreign exchange are recognized as gains or losses. Assets and liabilities of the foreign subsidiaries are translated into Japanese yen at the spot exchange rate prevailing as of the consolidated balance sheet date, while revenues and expenses of foreign subsidiaries are translated into Japanese yen at the average exchange rate during the fiscal year under review. Differences arising from these translations are included in foreign currency translation adjustment under net assets.

2. Changes in accounting policies

Application of the Accounting Standard for Current Income Taxes, etc.

The “Accounting Standard for Current Income Taxes” (ASBJ Statement No. 27, October 28, 2022; hereinafter “Revised Accounting Standard 2022”), etc. have been applied from the beginning of the fiscal year under review. Revisions concerning the categories in which income taxes should be recorded (taxes on other comprehensive income) are subject to the transitional treatment set forth in the proviso of paragraph 20-3 of the Revised Accounting Standard 2022 and the transitional treatment set forth in the proviso of paragraph 65-2 (2) of the “Guidance on Accounting Standard for Tax Effect Accounting” (ASBJ Guidance No. 28, October 28, 2022; hereinafter the “Revised Guidance 2022”). The change in accounting policies had no impact on the consolidated financial statements.

3. Notes regarding accounting estimates

Recoverability of deferred tax assets

(1) Amounts recorded in the consolidated financial statements for the fiscal year under review

Deferred tax assets	¥2,043 million (before offsetting)
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(2) Other information to assist understanding of the content of estimates

Deferred tax assets have been calculated using estimates of the future timing at which taxable income will be generated and the amounts thereof based on business plans. Those estimates may be affected by uncertain future changes in economic conditions, etc. If the timing at which taxable income is actually generated and the amounts thereof differ from the estimates, the amount of deferred tax assets recognized in the consolidated financial statements for the next fiscal year may be significantly affected.

Valuation of goodwill

- (1) Amounts recorded in the consolidated financial statements for the fiscal year under review

Goodwill ¥951 million

- (2) Other information to assist understanding of the content of estimates

In the case where a test is made for indicators of impairment and indicators of impairment are identified, the Company determines whether recognition of impairment loss on goodwill is necessary or not by calculating the undiscounted future cash flows for the period corresponding to the remaining goodwill amortization period based on the business plan and comparing that with the carrying amount. If it is determined that recognition of impairment loss is necessary, the carrying amount of that goodwill is reduced to the recoverable amount and the amount of the reduction is recognized as the impairment loss. In the fiscal year under review, an impairment loss of ¥43 million was recorded for an asset group including goodwill for which a deterioration in estimated future cash flows was recognized.

This estimate could be affected by such unpredictable changes as the business environment in the future, and if the estimated future cash flow were to deteriorate, it may become necessary to recognize impairment loss in the consolidated financial statements in the following fiscal year.

Valuation of investment securities

- (1) Amounts recorded in the consolidated financial statements for the fiscal year under review

Investment securities ¥2,320 million (unlisted stocks)

The above amount includes ¥1,900 million of preferred shares as an investment in Unipos Inc., a major investee of the Company.

- (2) Other information to assist understanding of the content of estimates

Because investment securities (unlisted stocks) have no market price as they are mainly invested to create synergies with existing business and expand business domain, acquisition cost is used in the consolidated balance sheet amount. However, when the substantive value significantly decreases due to worsening of financial conditions of the issuing company, impairment accounting is applied, unless recoverability of the substantive value is deemed possible, backed by sufficient evidence. For shares and other securities purchased at a higher price than the price on the basis of net assets per share by reflecting excess earning power and other factors of an investee at the time of purchase, the Company first examines whether originally expected excess earning power has decreased or not. Then, the Company determines whether impairment accounting is applied or not by examining the substantive value taking into account excess earning power. When making a valuation of whether or not there is any decrease of excess earning power, the Company performs comparison between the business plan that was formulated upon investment and actual results, grasps the status of investment achievement, and considers the external economic environment, etc. to assess the feasibility of future business plans. In the fiscal year under review, a valuation loss of ¥126 million was recorded on stocks for which impairment of excess earning power was recognized. In addition, with regard to the investment in Unipos Inc., as stated in “5. Notes to the consolidated statement of income, (2) Provision for loss on share sale contract,” provision for loss on share sale contract of ¥907 million has been recorded for the estimated loss related to these preferred shares to provide for the loss expected to arise from the sale pursuant to the share sale contract executed with Link and Motivation Inc.

In the event of changes in individual investment conditions due to market changes and unpredictable changes in economic and business underlying presumptions, impairment accounting may be applied in the consolidated financial statements in the next fiscal year.

4. Notes to the consolidated balance sheet

Accumulated depreciation of property, plant and equipment ¥849 million

5. Notes to the consolidated statement of income

(1) Impairment loss

The Group recorded an impairment loss on the following asset group:

Location	Use	Type	Amount
–	–	Goodwill	¥43 million

The Group, in principle, groups its assets based on the type of business, primarily according to the nature of services provided.

Due to the inability to realize the initially expected earnings from goodwill associated with our consolidated subsidiary, Diamond Corporate Data Services, Inc., we have reduced the carrying amount to its recoverable amount and recorded the reduced amount as an impairment loss under extraordinary losses. The recoverable amount is measured based on value in use; however, as no future cash flows are expected, the recoverable amount has been assessed as zero.

(2) Provision for loss on share sale contract

Provision for loss on share sale contract was recorded to cover the expected loss arising from the sale of common and preferred shares of Unipos Inc. (“Unipos”), which is to be executed based on the share sale contract executed with Link and Motivation Inc. on May 22, 2025. This loss comprises the expected loss on the sale of common and preferred shares of Unipos held by the Company as of May 31, 2025 under the share sale contract, and the expected loss on the sale of preferred shares to be acquired from Development Bank of Japan Inc. (“DBJ”) under a shareholders’ agreement. The breakdown of the total amount is as follows. It is noted that, in May 2021, the Company entered into a shareholders’ agreement with DBJ regarding the preferred shares of Unipos. Pursuant to this agreement, the Company intends to exercise its call option to acquire all of the preferred shares of Unipos held by DBJ.

The share transfer pursuant to the abovementioned share sale contract was completed on July 1, 2025, and the loss arising from the transfer has been determined.

Loss arising from the execution of contracts to sell shares held by the Company (common shares)	¥31 million
Loss arising from the execution of contracts to sell shares held by the Company (preferred shares)	¥907 million
Loss arising from the execution of contracts to sell shares to be acquired from DBJ	¥1,362 million

6. Notes to the consolidated statement of changes in equity

(1) Class and number of shares of issued shares as of the end of the fiscal year under review

Common shares: 126,516,452 shares

(2) Class and number of shares of treasury shares

Common shares: 142,571 shares

(3) Class and number of shares to be acquired upon exercise of the share acquisition rights (excluding those for which the first day of the exercise period has not arrived) in the fiscal year under review

Common shares: 2,287,144 shares

7. Notes regarding financial instruments

(1) Matters relating to financial instruments

(i) Policies for financial instruments

The policy of the Group is to limit its investment of funds to short-term deposits, mainly those with no risk on loss of principal, and the Group does not make speculative transactions, including derivative transactions. Financing requirements shall be met by using the Company's own capital or borrowing funds from financial institutions.

(ii) Descriptions of financial instruments and risks associated therewith

Accounts receivable – trade, which refers to the amount owed to us through trade, are exposed to the credit risk of customers.

Investment securities mainly consist of securities of companies with which a business relationship has been established and are exposed to market fluctuation risk.

Leasehold deposits are mainly leasehold deposits for the head office and exposed to the credit risk of lessors.

Accounts payable – trade and accounts payable – other classified as operating payables are all due within one year.

Long-term borrowings are mainly taken out to fund working capital and investment capital requirements and the longest maturity from the date of the balance sheet is three years and seven months.

(iii) System for managing risks associated with financial instruments

a. Credit risk management (risks associated with non-performance of contract by counterparties)

For accounts receivable – trade, which refers to the amount owed to us through trade, the Group will ensure that the Finance and Accounting Division will maintain regular contact with the business units regarding outstanding balances and status of payments for each customer, and make every effort to quickly identify and reduce collection concerns arising from the deterioration of our customers' financial status in accordance with the detailed rules for handling collection of receivables of the Group.

For investment securities, financial conditions of issuers are assessed on a regular basis.

For leasehold deposits, the responsible department monitors statuses as necessary to seek for an early identification of collectability concern in order to mitigate risk of non-performance caused by deteriorated financial condition of counterparties and other factors.

b. Management of liquidity risks associated with fund procurement (risks associated with non-repayment on due date)

The administrative division manages liquidity risk by preparing and renewing cash management plans in a timely manner while maintaining liquidity in hand.

(iv) Supplemental information on fair values of financial instruments

The fair values of financial instruments include the value based on market prices and reasonably estimated values if there are no market prices. Because the calculation of such values incorporates variable factors, the values may vary in case where different assumptions, etc. are used.

(2) Matters relating to fair value of financial instruments

The table below shows the amounts of financial instruments recorded in the consolidated balance sheet and their fair values as of May 31, 2025, as well as their differences. It should be noted that shares with no market price, etc., are not included in the table below. (Refer to (Note) 3.)

(Millions of yen)

	Consolidated balance sheet amount	Fair value	Difference
Investment securities	312	312	–
Leasehold deposits	2,063	1,766	(296)
Total assets	2,375	2,078	(296)
Long-term borrowings	3,572	3,563	(8)
Total liabilities	3,572	3,563	(8)

- (Notes)
1. “Cash and deposits,” “accounts receivable – trade,” “accounts payable – trade,” and “accounts payable – other” have been omitted because they are cash and have a market value that is close to the book value due to being settled in a short period of time.
 2. “Investment securities” include ¥64 million of common shares as an investment in Unipos Inc., a major investee of the Company. As stated in “5. Notes to the consolidated statement of income, (2) Provision for loss on share sale contract,” provision for loss on share sale contract of ¥31 million has been recorded for the estimated loss related to these preferred shares to provide for the loss expected to arise from the sale pursuant to the share sale contract executed with Link and Motivation Inc..
 3. “Long-term borrowings” include the current portion of long-term borrowings.
 4. Shares with no market price, etc. are not included in “Investment securities.” In addition, investments in partnerships or similar entities for which the equity interest is presented on a net basis in the consolidated balance sheet are also excluded from “Investment securities.” The amount recorded on the consolidated balance sheet for the applicable financial instrument is as indicated below.

(Millions of yen)

Categories	Consolidated balance sheet amount
Unlisted shares (Note)	2,320
Investments in investment limited partnerships	1,095

- (Note) Unlisted shares include ¥1,900 million of preferred shares as an investment in Unipos Inc., a major investee of the Company. As stated in “5. Notes to the consolidated statement of income, (2) Provision for loss on share sale contract,” provision for loss on share sale contract of ¥907 million has been recorded for the estimated loss related to these preferred shares to provide for the loss expected to arise from the sale pursuant to the share sale contract executed with Link and Motivation Inc.

(3) Matters relating to the breakdown of the market value of financial instruments for each appropriate category

The market value of financial instruments is categorized into the following three levels, in accordance with the observability and importance of the inputs relating to the calculation of market value.

Level 1 market price: Of the inputs relating to the calculation of observable market price, the market price calculated in accordance with the market price of the asset or liability established in an active market that is subject to the calculation of market value

Level 2 market price: Of the inputs relating to the calculation of observable market value, the market value calculated through the use of inputs relating to the calculation of market value other than the inputs of level 1

Level 3 market price: The market price calculated through the use of inputs relating to the calculation of non-observable market value

In the event of a plurality of inputs that have an important impact on the calculation of market price being used, of the respective levels to which these inputs belong, the market price is categorized to the lowest priority level in the calculation of market value.

- (i) Financial assets and financial liabilities recorded on the consolidated balance sheet at market value

(Millions of yen)

Categories	Fair value			
	Level 1	Level 2	Level 3	Total
Investment securities				
Available-for-sale securities				
Shares	292	–	–	292
Other	–	–	20	20
Total assets	292	–	20	312

- (ii) Financial assets and financial liabilities not recorded on the consolidated balance sheet at market value

(Millions of yen)

Categories	Fair value			
	Level 1	Level 2	Level 3	Total
Leasehold deposits	–	1,766	–	1,766
Total assets	–	1,766	–	1,766
Long-term borrowings	–	3,563	–	3,563
Total liabilities	–	3,563	–	3,563

(Note) Explanation of appraisal method used to calculate market value and the inputs relating to the calculation of market value

Investment securities

Listed shares are valued through the use of market prices, and as they are traded in active markets, their market value is classified as level 1 market value.

The J-KISS type share acquisition rights are classified as Level 3 fair value, as their most recent fair value is estimated based on past transaction prices, taking into account events that may affect the value of the financial instruments.

Leasehold deposits

The market value of leasehold deposits is calculated based on the present value of future cash flows discounted by the period through to the due date and the yield of high security long term bonds, and is categorized as level 2 market value.

Long-term borrowings

The market value of long-term borrowings is calculated by the discounted current value method based on the total amount of principal and interest, as well as the remaining period of the debt and an interest rate that considers credit risk, and are categorized as level 2 market values.

8. Notes regarding the revenue recognition

(1) Information on disaggregation of revenue from contracts with customers

(Millions of yen)

Segment classification	Fiscal year under review
Sansan/Bill One Business	
Sansan (Recurring)	25,134
Sansan (Other)	1,629
Bill One	9,787
Other	1,221
Eight Business	
B2C Services	402
B2B Services	4,636
Other Business	389
Revenue from contracts with customers	43,202
Sales to external customers	43,202

(2) Information serving as basis for the ascertaining of revenue from contracts with customers

The information serving as basis for the ascertaining of revenue is as stated in “1. Notes regarding significant accounting policies for preparation of consolidated financial statements (2) Disclosure of accounting policies (vi) Accounting policy for revenue and expenses.”

(3) Information for ascertaining the amount of revenue for the fiscal year under review and the following fiscal year

(i) Balance, etc., of contract assets and contract liabilities

Accounts receivable – trade, which are contract assets, are receivables based on contracts with customers in each service.

Advances received, which are contract liabilities, are advances received through the lump sum payment of fees for the term of a contract by the customer, and are transferred to sales at the time of the provision of the service or over the course of the period that the service is provided.

The balances of receivables from contracts with customers and contract liabilities were as follows: Among the revenue recognized during the fiscal year under review, the amount that was included in the closing balance of contract liabilities (advances received) was ¥13,536 million.

(Millions of yen)

	Fiscal year under review
Receivables arising from contracts with customers	
Accounts receivable – trade (beginning balance)	1,229
Accounts receivable – trade (ending balance)	1,409
Contract liabilities	
Advances received (beginning balance)	13,651
Advances received (ending balance)	17,469

(ii) Transaction price allocated to the remaining performance obligations

Total transaction price allocated to the remaining performance obligations and time when revenues are expected to be recognized as of May 31, 2025.

For notes on transaction prices allocated to the remaining performance obligations, the Group has applied a practical expedient, and contracts with the original expected contract period of one year or less are not included in the scope of the notes.

(Millions of yen)	
	Fiscal year under review
Within one year	175
Over one year	118
Total	293

9. Notes regarding per share information

(1) Net assets per share	¥118.29
(2) Basic earnings per share	¥3.36

10. Notes regarding significant events after reporting period

Issuance of the 17th Share Acquisition Rights

At the meeting of the Board of Directors held on July 14, 2025, the Company resolved to issue the 17th Share Acquisition Rights to executive officers and employees of the Company, as well as to directors, executive officers, and employees of its subsidiaries, in accordance with the provisions of Articles 236, 238, and 240 of the Companies Act.

17th Share Acquisition Rights

Number of share acquisition rights	5,694 units
Class and number of shares to be acquired upon exercise of share acquisition rights	569,400 common shares of the Company (100 shares per one unit of share acquisition right)
Exercise price of share acquisition rights	¥201,000 per unit of share acquisition right
Issue price and amount of capital paid in upon issuance of shares due to exercise of share acquisition rights	Issue price per share: ¥2,010 Amount of capital paid in per share: ¥1,005
Allotment date of share acquisition rights	September 12, 2025
Persons to whom share acquisition rights are to be allotted	The Company's executive officers: 13 persons The Company's employees: 159 persons Directors of the Company's subsidiaries: 2 persons Executive officers of the Company's subsidiary: 1 person Employees of the Company's subsidiaries: 4 persons
Exercise period of share acquisition rights	From July 15, 2027 to July 14, 2035
Conditions of exercise of share acquisition rights	(Notes)

- Notes 1. Persons who have received an allotment of the share acquisition rights (the "Share Acquisition Rights Holder") may exercise their share acquisition rights if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (July 14, 2035) exceeds ¥3,987. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).

$$\begin{array}{c} \text{Share price} \\ \text{after} \\ \text{adjustment} \end{array} = \begin{array}{c} \text{Share price} \\ \text{before} \\ \text{adjustment} \end{array} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$

- The Share Acquisition Rights Holders are required to have a position in the Company or a subsidiary of the Company as a Director, an Audit & Supervisory Board Member, an executive officer, or an employee at the time of exercising the share acquisition rights. However, this shall not apply in the event of resignation due to the expiration of the term of office, mandatory retirement, or when a justifiable reason is acknowledged at a meeting of the Board of Directors.
- In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- Pledging of share acquisition rights, or the creation of security interests shall not be permitted.
- The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

Non-consolidated balance sheet

(As of May 31, 2025)

(Millions of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	34,040	Current liabilities	27,207
Cash and deposits	30,021	Accounts payable – trade	729
Accounts receivable – trade	1,195	Current portion of long-term borrowings	938
Prepaid expenses	1,036	Lease liabilities	149
Other	1,796	Accounts payable – other	2,738
Allowance for doubtful accounts	(8)	Income taxes payable	1,080
Non-current assets	13,725	Accrued consumption taxes	617
Property, plant and equipment	2,589	Advances received	17,127
Buildings	1,956	Deposits received	279
Tools, furniture and fixtures	198	Provision for bonuses	970
Leased assets	423	Provision for loss on share sale contract	2,301
Other	10	Other	275
Intangible assets	723	Non-current liabilities	4,033
Software	723	Long-term borrowings	2,634
Investments and other assets	10,412	Lease liabilities	316
Investment securities	3,727	Other	1,082
Shares of subsidiaries and associates	2,081	Total liabilities	31,241
Long-term loans receivable from subsidiaries and associates	80	Net assets	
Leasehold deposits	2,052	Shareholders' equity	15,453
Deferred tax assets	1,954	Share capital	7,203
Other	515	Capital surplus	4,944
		Legal capital surplus	4,944
		Retained earnings	3,607
		Other retained earnings	3,607
		Voluntary retained earnings	150
		Retained earnings brought forward	3,457
		Treasury shares	(302)
		Valuation and translation adjustments	97
		Valuation difference on available-for-sale securities	97
		Share acquisition rights	973
		Total net assets	16,524
Total assets	47,766	Total liabilities and net assets	47,766

(Note) Amounts less than ¥1 million are rounded down.

Non-consolidated statement of income

(From June 1, 2024 to May 31, 2025)

(Millions of yen)

Item	Amount	
Net sales		41,246
Cost of sales		5,327
Gross profit		35,918
Selling, general and administrative expenses		32,990
Operating profit		2,927
Non-operating income		
Interest income	13	
Dividend income	5	
Foreign exchange gains	9	
Subsidy income	24	
Other	28	81
Non-operating expenses		
Interest expenses	27	
Commission expenses	5	
Donations	15	
Loss on investments in investment partnerships	39	
Other	35	123
Ordinary profit		2,885
Extraordinary income		
Gain on reversal of share acquisition rights	36	
Gain on sale of investment securities	418	455
Extraordinary losses		
Loss on retirement of non-current assets	46	
Head office relocation expenses	241	
Loss on liquidation of subsidiaries	3	
Loss on valuation of investment securities	126	
Provision for loss on share sale contract	2,301	2,718
Profit before income taxes		622
Income taxes – current	997	
Income taxes – deferred	(995)	2
Profit		620

(Note) Amounts less than ¥1 million are rounded down.

Non-consolidated statement of changes in equity

(From June 1, 2024 to May 31, 2025)

(Millions of yen)

(millions of yen)

	Shareholders' equity							
	Share capital	Capital surplus		Retained earnings			Treasury shares	Total shareholders' equity
		Legal capital surplus	Total capital surplus	Other retained earnings		Total retained earnings		
				Voluntary retained earnings	Retained earnings brought forward			
Balance at beginning of period	6,774	4,514	4,514	150	2,836	2,986	(2)	14,274
Changes during period								
Issuance of new shares	429	429	429					858
Purchase of treasury shares							(299)	(299)
Profit					620	620		620
Net changes in items other than shareholders' equity								—
Total changes during period	429	429	429	—	620	620	(299)	1,179
Balance at end of period	7,203	4,944	4,944	150	3,457	3,607	(302)	15,453

	Valuation and translation adjustments		Share acquisition rights	Total net assets
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments		
Balance at beginning of period	134	134	638	15,046
Changes during period				
Issuance of new shares				858
Purchase of treasury shares				(299)
Profit				620
Net changes in items other than shareholders' equity	(36)	(36)	335	298
Total changes during period	(36)	(36)	335	1,478
Balance at end of period	97	97	973	16,524

(Note) Amounts less than ¥1 million are rounded down.

Notes to non-consolidated financial statements

1. Notes regarding matters relating to significant accounting policies

(1) Accounting policy for measuring assets

(i) Shares of subsidiaries and associates

Stated at cost using the moving-average method

(ii) Available-for-sale securities

Securities other than shares with no market price, etc.

Stated at the quoted market price. Net unrealized gains or losses on these securities are reported as a separate component of net assets at a net-of-tax amount. Cost of sales is determined using the moving-average method.

Shares with no market price, etc.

Stated at cost using the moving-average method

Investments in limited partnerships and similar investments

The most recent financial statements available according to the financial reporting date stipulated in the partnership agreement are used as the basis for calculating the net amount equivalent to the Company's equity interest. If the partnership holds available-for-sale securities and have valuation difference, share of valuation difference for using equity method is recorded under valuation difference on available-for-sale securities.

(2) Accounting policy for depreciation of non-current assets

(i) Property, plant and equipment (excluding leased assets)

Facilities attached to buildings and structures acquired on or after April 1, 2016 are depreciated using the straight-line method, and other property, plant and equipment are depreciated using the declining-balance method.

(ii) Intangible assets (excluding leased assets)

Amortized using the straight-line method.

Software for internal use is amortized using the straight-line method over its useful life as internally determined (3 years).

(iii) Leased assets

• Leased assets related to finance lease transactions that transfer ownership

Leased assets related to finance lease transactions that transfer ownership are depreciated by the same approach as the depreciation method applied to non-current assets owned by lessee.

• Leased assets related to finance lease transactions that do not transfer ownership

Leased assets related to finance lease transactions that do not transfer ownership are depreciated using the straight-line method assuming the lease periods as useful lives without residual value.

(3) Accounting policy for deferred assets

Share issuance costs

Share issuance costs are fully recognized as expenses when incurred.

(4) Accounting policy for provisions

(i) Allowance for doubtful accounts

To prepare for losses from bad debts, an estimated uncollectible amount is provided by using the historical rate of credit loss in the case of general receivables, or based on individual consideration of collectability in the case of specific receivables such as highly doubtful receivables.

(ii) Provision for bonuses

A reserve for the employee bonus payment is provided by recording the estimated amounts of the future payments attributed to the fiscal year under review.

(iii) Provision for loss on share sale contract

Based on the conclusion of contracts for the sale of shares held and to be acquired in the future, the estimated amount of losses to be incurred as a result of such sales is provided.

(5) Accounting policy for revenue and expenses

Sansan/Bill One Business

The services to be transferred over a certain period include a sales DX solution Sansan and accounting DX solution service Bill One, and as these main services are provided throughout the course of the contract period, revenue is recognized by apportioning the transaction price based on the contract with the client over the service provision period set forth in the contract.

In addition, for the pay as you go portion of Sansan business cards and Bill One invoice data conversion, the amount calculated in accordance with the number of subject business cards or invoices, and the unit price based on the contract is recognized as revenue.

Eight Business

The services to be transferred over a certain period include B2C business card management service for individuals Eight Premium, B2B business card management service for companies Eight Team, as well as recruitment-related services and advertisement distribution services. As these are services that are provided over the course of the contract period, the total transaction price under the contract with the client for the service provision period prescribed in the contract is apportioned and recognized as revenue.

Goods or services that are to be transferred at one time include B2B recruitment-related services, advertising services, and various business event services.

In the event of an advertisement being created in the advertising service and provided to the client, revenue is recognized at the time the advertisement is transferred to the client. In addition, in the event of a business service, as goods or services are transferred to the client through the holding of an event, revenue is recognized on each occasion that an event is held.

2. Changes in accounting policies

Application of the Accounting Standard for Current Income Taxes, etc.

The “Accounting Standard for Current Income Taxes” (ASBJ Statement No. 27, October 28, 2022; hereinafter “Revised Accounting Standard 2022”), etc. have been applied from the beginning of the fiscal year under review. Revisions concerning the categories in which income taxes should be recorded (taxes on other comprehensive income) are subject to the transitional treatment set forth in the proviso of paragraph 20-3 of the Revised Accounting Standard 2022 and the transitional treatment set forth in the proviso of paragraph 65-2 (2) of the “Guidance on Accounting Standard for Tax Effect Accounting” (ASBJ Guidance No. 28, October 28, 2022; hereinafter the “Revised Guidance 2022”). The change in accounting policies had no impact on the non-consolidated financial statements.

3. Notes regarding accounting estimates

Recoverability of deferred tax assets

(1) Amounts recorded in the non-consolidated financial statements for the fiscal year under review

Deferred tax assets	¥2,033 million (before offsetting)
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(2) Other information to assist understanding of the content of estimates

This information is omitted as it is the same as that provided in notes regarding accounting estimates for the consolidated financial statements.

Valuation of investment securities and shares of subsidiaries and associates

- (1) Amounts recorded in the non-consolidated financial statements for the fiscal year under review
- | | |
|---------------------------------------|----------------------------------|
| Investment securities | ¥2,320 million (unlisted stocks) |
| Shares of subsidiaries and associates | ¥2,081 million |
- The amount of investment securities (unlisted stocks) includes ¥1,900 million of preferred shares as an investment in Unipos Inc., a major investee of the Company.
- (2) Other information to assist understanding of the content of estimates
- This information is omitted as it is the same as that provided in notes regarding accounting estimates for the consolidated financial statements.

4. Notes to the non-consolidated balance sheet

- (1) Accumulated depreciation of property, plant and equipment ¥814 million
- (2) Monetary receivables from, and monetary payables to, subsidiaries and associates
- | | |
|----------------------------------|--------------|
| Short-term monetary receivables: | ¥114 million |
| Short-term monetary payables: | ¥152 million |

5. Notes to the non-consolidated statement of income

- (1) Transactions with subsidiaries and associates

Transactions relating to the Company's operations

Net sales	¥19 million
Cost of sales	¥60 million
Selling, general and administrative expenses	¥840 million
Amount of non-operating transactions	¥20 million

- (2) Provision for loss on share sale contract

Provision for loss on share sale contract was recorded to cover the expected loss arising from the sale of common and preferred shares of Unipos Inc. ("Unipos"), which is to be executed based on the share sale contract executed with Link and Motivation Inc. on May 22, 2025. This loss comprises the expected loss on the sale of common and preferred shares of Unipos held by the Company as of May 31, 2025 under the share sale contract, and the expected loss on the sale of preferred shares to be acquired from Development Bank of Japan Inc. ("DBJ") under a shareholders' agreement. The breakdown of the total amount is as follows. It is noted that, in May 2021, the Company entered into a shareholders' agreement with DBJ regarding the preferred shares of Unipos. Pursuant to this agreement, the Company intends to exercise its call option to acquire all of the preferred shares of Unipos held by DBJ.

The share transfer pursuant to the abovementioned share sale contract was completed on July 1, 2025, and the loss arising from the transfer has been determined.

Loss arising from the execution of contracts to sell shares held by the Company (common shares)	¥31 million
Loss arising from the execution of contracts to sell shares held by the Company (preferred shares)	¥907 million
Loss arising from the execution of contracts to sell shares to be acquired from DBJ	¥1,362 million

6. Notes to the non-consolidated statement of changes in equity

Class and number of treasury shares as of the end of the fiscal year under review

Common shares:	142,571 shares
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7. Notes regarding tax effect accounting

Breakdown of deferred tax assets by major cause of accrual

	(Millions of yen)
Deferred tax assets	
Excess depreciation	843
Provision for loss on share sale contract	701
Loss on valuation of investment securities	503
Provision for bonuses	297
Loss on valuation of shares of subsidiaries and associates	81
Accrued business tax	62
Other	639
Subtotal: deferred tax assets	3,131
Valuation allowance for total deductible temporary differences	1,097
Subtotal: valuation allowance	1,097
Total deferred tax assets	2,033
Deferred tax liabilities	
Valuation difference on available-for-sale securities	67
Other	11
Total deferred tax liabilities	79
Net deferred tax assets	1,954

8. Notes to transaction with related parties

(Millions of yen)										
Category	Name of the company, etc. or person	Location	Share capital or investments in capital	Nature of business or occupation	Percentage ownership held in (or by) party such as voting rights, etc.	Relationship with related parties	Nature of transactions	Monetary amount of transactions	Item	Balance at end of the fiscal year under review
Officer	Chikahiro Terada	—	—	Director of the Company	(Held by party) Direct 6.5% Indirect 26.0%	—	Exercise of share acquisition rights (Note 1)	11	—	—
Officer	Kei Tomioka	—	—	Director of the Company	(Held by party) Direct 3.3%	—	Exercise of share acquisition rights (Note 1)	11	—	—
Officer	Kenji Shiomi	—	—	Director of the Company	(Held by party) Direct 1.7%	—	Exercise of share acquisition rights (Note 1)	11	—	—
Officer	Muneyuki Hashimoto	—	—	Director of the Company	(Held by party) Direct 0.1%	—	Exercise of share acquisition rights (Note 2)	49	—	—

(Notes) 1. Due to the exercise of the 9th Share Acquisition Rights, granted by a resolution at the meeting of the Board of Directors held on August 30, 2022, during the fiscal year under review. Monetary amount of transactions listed above are amounts paid upon exercise of share acquisition rights in the fiscal year under review.

2. Due to the exercise of the 3rd and 4th Share Acquisition Rights, granted by a resolution at the Extraordinary General Meeting of Shareholders held on January 9, 2019, during the fiscal year under review. Monetary amount of transactions listed above are amounts paid upon exercise of share acquisition rights in the fiscal year under review.

9. Notes regarding revenue recognition

Information serving as the basis for understanding revenue from contracts with customers is provided in “1. Notes regarding matters relating to significant accounting policies, (5) Accounting policy for revenue and expenses.”

10. Notes regarding per share information

(1) Net assets per share	¥123.06
(2) Basic earnings per share	¥4.92

11. Notes regarding significant events after reporting period

Issuance of the 17th Share Acquisition Rights

At the meeting of the Board of Directors held on July 14, 2025, the Company resolved to issue the 17th Share Acquisition Rights to executive officers and employees of the Company, as well as to directors, executive officers, and employees of its subsidiaries in accordance with the provisions of Articles 236, 238, and 240 of the Companies Act.

17th Share Acquisition Rights

Number of share acquisition rights	5,694 units
Class and number of shares to be acquired upon exercise of share acquisition rights	569,400 common shares of the Company (100 shares per one unit of share acquisition right)
Exercise price of share acquisition rights	¥201,000 per unit of share acquisition right
Issue price and amount of capital paid in upon issuance of shares due to exercise of share acquisition rights	Issue price per share: ¥2,010 Amount of capital paid in per share: ¥1,005
Allotment date of share acquisition rights	September 12, 2025
Persons to whom share acquisition rights are to be allotted	The Company's executive officers: 13 persons The Company's employees: 159 persons Directors of the Company's subsidiaries: 2 persons Executive officers of the Company's subsidiary: 1 person Employees of the Company's subsidiaries: 4 persons
Exercise period of share acquisition rights	From July 15, 2027 to July 14, 2035
Conditions of exercise of share acquisition rights	Notes

Notes 1. Persons who have received an allotment of the share acquisition rights (the "Share Acquisition Rights Holder") may exercise their share acquisition rights if the closing price of the Company's common share in regular trading on the Tokyo Stock Exchange on a specific day during the period from the allotment date of the share acquisition rights to the end of the period of exercise of the rights (July 14, 2035) exceeds ¥3,987. However, in the event of a share split or reverse share split after the date of allotment, the share price shall be adjusted according to the following formula (fractions of a yen shall be rounded up to the nearest yen).

$$\begin{array}{ccccc} \text{Share price} & & \text{Share price} & & 1 \\ \text{after} & = & \text{before} & \times & \\ \text{adjustment} & & \text{adjustment} & & \text{Split (or Reverse split)} \\ & & & & \text{ratio} \end{array}$$

- The Share Acquisition Rights Holders are required to have a position in the Company or a subsidiary of the Company as a Director, an Audit & Supervisory Board Member, an executive officer, or an employee at the time of exercising the share acquisition rights. However, this shall not apply in the event of resignation due to the expiration of the term of office, mandatory retirement, or when a justifiable reason is acknowledged at a meeting of the Board of Directors.
- In the event that the Share Acquisition Rights Holder dies, inheritance shall not be permitted.
- Pledging of share acquisition rights, or the creation of security interests shall not be permitted.
- The share acquisition rights may not be exercised if, in so doing, the total number of the Company's issued shares at that time would exceed the total number of authorized shares.
- It shall not be possible to exercise fractions less than one unit of the share acquisition rights.

Audit Report on the Consolidated Financial Statements

Independent Auditor's Report

July 21, 2025

To the Board of Directors of Sansan, Inc.:

KPMG AZSA LLC
Tokyo Office, Japan

Osamu Takagi
Designated Engagement Partner
Certified Public Accountant

Takemitsu Nemoto
Designated Engagement Partner
Certified Public Accountant

Opinion

We have audited the consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the related notes of Sansan, Inc. ("the Company") and its consolidated subsidiaries (collectively referred to as "the Group"), as at May 31, 2025 and for the year from June 1, 2024 to May 31, 2025 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The Audit & Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Audit & Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit & Supervisory Committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit & Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and the details of any action to eliminate disincentives or any safeguards to reduce the disincentives to an acceptable level if they have been taken or applied.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act.

Audit Report on the Financial Statements

Independent Auditor's Report

July 21, 2025

To the Board of Directors of Sansan, Inc.:

KPMG AZSA LLC
Tokyo Office, Japan

Osamu Takagi
Designated Engagement Partner
Certified Public Accountant

Takemitsu Nemoto
Designated Engagement Partner
Certified Public Accountant

Opinion

We have audited the financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets and the related notes, and the accompanying supplementary schedules (“the financial statements and the accompanying supplementary schedules”) of Sansan, Inc. (“the Company”) as at May 31, 2025 and for the 18th fiscal year from June 1, 2024 to May 31, 2025 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the accompanying supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The Audit & Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Audit & Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the accompanying supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the accompanying supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the accompanying supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the accompanying supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the accompanying supplementary schedules, including the disclosures, and whether the financial statements and the accompanying supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit & Supervisory Committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit & Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and the details of any action to eliminate disincentives or any safeguards to reduce the disincentives to an acceptable level if they have been taken or applied.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act.

Audit Report of the Audit & Supervisory Committee

Audit Report

The Audit & Supervisory Committee audited the Directors' performance of their duties during the 18th term (from June 1, 2024 to May 31, 2025). The Committee hereby reports the method and result thereof as follows.

1. Method of audit by the Audit & Supervisory Committee and its contents

The Audit & Supervisory Committee periodically received reports from Directors, employees and other relevant personnel, sought explanations as necessary, and expressed its opinions with respect to content of resolutions by the Board of Directors concerning matters stipulated in Article 399-13, paragraph (1), item (i) (b) and (c) of the Companies Act as well as the status of development and operation of the systems established pursuant to such resolutions (internal control systems), and conducted audits based on the methods described below.

- (1) In accordance with relevant matters such as the audit policy, allocation of duties determined by the Audit & Supervisory Committee, and in cooperation with the internal control department of the Company, we examined the decision-making process and details at important meetings, etc., the contents of principal approval documents and other important documents concerning business execution, the performance of duties by Directors and principal employees, and the state of operations and assets at the head office and principal offices, etc. As for subsidiaries, we endeavored to facilitate communication with and exchange of information with directors, audit & supervisory board members, etc. of the subsidiaries, and received reports from these subsidiaries on the status of their businesses as necessary.
- (2) We monitored and verified whether or not the Financial Auditor has properly carried out audits while maintaining its independence. We also received reports from the Financial Auditor on the performance of its duties and have asked it to provide explanations when necessary. In addition, we sought explanations as necessary, upon having received notice from the Financial Auditor that the "systems for ensuring that the performance of the duties is being carried out properly" (matters stipulated in each item of Article 131 of the Regulation on Corporate Accounting) have been developed in accordance with the "Quality Control Standard for Audit" (Business Accounting Council), etc.

Based on the methods described above, we reviewed the Business Report and supplementary schedules attached thereto, the Non-consolidated Financial Statements (Non-consolidated balance sheet, Non-consolidated statement of income, Non-consolidated statement of changes in equity, and Notes to non-consolidated financial statements), supplementary schedules attached thereto, and the Consolidated Financial Statements (Consolidated balance sheet, Consolidated statement of income, Consolidated statement of changes in equity, and Notes to consolidated financial statements) for the fiscal year under review.

2. Audit results

(1) Audit results of the Business Report, etc.

- (i) We deem that the Business Report and supplementary schedules attached thereto fairly represent the situation of the Company in accordance with relevant laws and regulations, and the Articles of Incorporation.
- (ii) We deem there to be no misconduct or material fact constituting a violation of relevant laws and regulations, or the Articles of Incorporation, regarding the Directors in performing their duties.
- (iii) We deem that resolutions of the Board of Directors regarding the internal control systems are appropriate in content. We also deem there to be no issues to be pointed out with respect to the contents of the Business Report and the Directors in performing their duties regarding the internal control systems.

(2) Audit results of the Non-consolidated Financial Statements and supplementary schedules attached thereto

We deem that the methods and results of audits performed by the Financial Auditor, KPMG AZSA LLC, are appropriate.

(3) Audit results of the Consolidated Financial Statements

We deem that the methods and results of audits performed by the Financial Auditor, KPMG AZSA LLC, are appropriate.

July 22, 2025

Audit & Supervisory Committee of Sansan, Inc.

Chairman of the Audit & Supervisory Committee Maki Suzuki [Seal]

Audit & Supervisory Committee Member Toko Shiotsuki [Seal]

Audit & Supervisory Committee Member Tsunehiro Shirota [Seal]

(Note) Audit & Supervisory Committee Members Maki Suzuki, Toko Shiotsuki and Tsunehiro Shirota are outside directors as defined in Article 2, item (xv) and Article 331, paragraph (6) of the Companies Act.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Seven Directors (Excluding Those Who Are Audit & Supervisory Committee Members)

The terms of office of all seven Directors (excluding those who are Audit & Supervisory Committee Members; the same applies throughout this proposal) will expire upon the conclusion of this Shareholders Meeting. Accordingly, the Company proposes the election of seven Directors.

This proposal has been resolved by the Board of Directors following consultation with the Nomination and Remuneration Advisory Committee, which is chaired by an independent outside Director and has a majority of independent outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Chikahiro Terada (December 29, 1976) <u>Reelection</u>	Apr. 1999 Joined Mitsui & Co., Ltd. Feb. 2006 General Manager of Corporate Management Department, of Mitsui Bussan Secure Directions, Inc. June 2007 Representative Director & CEO of the Company (current position) <Responsibility in the Company> Executive Officer, CEO and CPO	8,185,300
2	Kei Tomioka (May 26, 1976) <u>Reelection</u>	Apr. 1999 Joined Oracle Corporation Japan June 2007 Director of the Company (current position) June 2021 Outside Director of Fringe81 Co., Ltd. (currently Unipos Inc.) <Responsibility in the Company> Executive Officer, COO, and Executive in charge of Sansan Division and Bill One Division	4,119,400
3	Kenji Shiomi (August 12, 1970) <u>Reelection</u>	Apr. 1994 Joined Bussan System Integration Co. Ltd. (currently MITSUI KNOWLEDGE INDUSTRY CO., LTD.) Apr. 2005 Joined Wisdom Networks Co., Ltd. June 2006 President of United Portal Co., Ltd. June 2007 Director of the Company (current position) <Responsibility in the Company> Executive Officer, CISO, DPO, and Executive in charge of Engineering Division and Eight Division	2,209,400
4	Yuta Ohma (September 27, 1983) <u>Reelection</u>	Apr. 2006 Joined WORKPORT, inc. Oct. 2008 Joined Blast Co., Ltd., Director Feb. 2010 Joined the Company Aug. 2019 Director of the Company (current position) <Responsibility in the Company> Executive Officer, CHRO, and Executive in charge of Human Resources Division	144,912

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Muneyuki Hashimoto (January 10, 1982) <u>Reelection</u>	<p>Apr. 2004 Joined Lehman Brothers Japan Inc.</p> <p>Sept. 2008 Joined Barclays Capital Securities Japan Limited</p> <p>Jan. 2013 Joined DBJ Investment Advisory Co., Ltd.</p> <p>Nov. 2017 Joined the Company</p> <p>Aug. 2020 Director of the Company (current position)</p> <p>June 2021 Outside Director of Fringe81 Co., Ltd. (currently Unipos Inc.)</p> <p><Responsibility in the Company> Executive Officer, CFO, and Executive in charge of Corporate Division</p>	163,292
6	Toru Akaura (August 7, 1968) <u>Reelection</u>	<p>Apr. 1991 Joined Japan Associated Finance Co., Ltd. (currently JAFCO Group Co., Ltd.)</p> <p>Oct. 1999 Established Incubate Capital Partners, General Partner</p> <p>Mar. 2000 Outside Director of S-Pool, Inc. (current position)</p> <p>June 2005 Outside Director of jig.jp Co., Ltd. (current position)</p> <p>Aug. 2007 Outside Director of the Company</p> <p>Sept. 2010 Representative Director of Incubate Fund KK (current position)</p> <p>Oct. 2014 Outside Audit & Supervisory Board Member of Double Standard Inc.</p> <p>Aug. 2015 Outside Director (Audit & Supervisory Committee Member) of the Company</p> <p>Dec. 2017 External Director of ispace, inc. (current position)</p> <p>June 2021 Outside Director of Double Standard Inc. (current position)</p> <p>Aug. 2024 Outside Director of the Company (current position)</p>	1,720,000
7	Shigemiki Komori (April 7, 1958) <u>New election</u>	<p>Apr. 1982 Joined Yokogawa Hewlett-Packard, Ltd. (currently Hewlett Packard Japan, G.K.)</p> <p>Mar. 2014 Representative Director and Senior Executive Vice President of Hewlett-Packard Japan, Ltd. (currently Hewlett Packard Japan, G.K.)</p> <p>Apr. 2015 Senior Executive Vice President of Salesforce.com Co., Ltd. (currently Salesforce Japan Co., Ltd.)</p> <p>Apr. 2021 Established KRM Corporation Representative Director (current position)</p> <p>Feb. 2024 Vice Chairman of the Board of Salesforce Japan Co., Ltd.</p> <p>Feb. 2025 President and Representative Director of THEMIX Green, Inc. (current position)</p> <p>Mar. 2025 Director and CSO of Knowledge Work Inc. (current position)</p>	—

- (Notes) 1. There is no special interest between any of the candidates and the Company. While Toru Akaura holds 1,720,000 common shares of the Company, and the Company has also invested in a fund indirectly related to him, there are no other personal, capital, or business or other interest relationships between the two parties.
2. The stated number of the Company's shares owned by each candidate is current as of the end of the fiscal year under review (May 31, 2025).
3. Toru Akaura and Shigemiki Komori are candidates for outside Director.

4. Reasons for nomination as candidates for Directors and reasons for nomination as candidates for outside Directors and outline of their expected roles
 - (1) Chikahiro Terada has served as the Company's Representative Director consistently since its establishment and has many years of management experience. He also has demonstrated strong leadership as CEO in planning strategies and executing operations in all aspects of the Company's business, and has achieved timely and appropriate decision-making and management supervision. Accordingly, the Company has nominated him as a candidate to continue serving as Director.
 - (2) Kei Tomioka founded the Company together with Representative Director Chikahiro Terada, and has contributed to the Company's business expansion and sales maximization by utilizing his knowledge in the sales department by driving the growth of not only the Sansan Business, which is the Company's main business, but also the Bill One Business as COO and Executive in charge, and also by promoting the Company's domestic and overseas business development. Accordingly, the Company has nominated him as a candidate to continue serving as Director.
 - (3) Kenji Shiomi founded the Company together with Representative Director Chikahiro Terada, and has promoted service expansion and monetization as Executive in charge of the Eight Business. Furthermore, as CISO and Executive in charge of the Engineering Division, he has led the development department and information security department with his knowledge as an engineer, contributing to business expansion and sales maximization by strengthening the Company's products. Accordingly, the Company has nominated him as a candidate to continue serving as Director.
 - (4) Yuta Ohma is at the present time CHRO and Executive in charge of Human Resources Division and is responsible for planning and executing practical human resources development and recruiting strategies from a front-line perspective. He is promoting to put in place personnel policies and systems that involve a high level of difficulty in an expanding and diversifying organization. He has thus contributed to the expansion of human capital, which is essential for the Company's business growth, and business expansion. Accordingly, the Company has nominated him as a candidate to continue serving as Director.
 - (5) Muneyuki Hashimoto has contributed to consistent, solid growth in sales and accelerated growth in profit through directing the Company's financial strategy and managing its business performance as CFO and Executive in charge of Corporate Division. He has also contributed to the Company's business expansion and enhancement of the corporate governance through his supervision and management of investment strategies and the Corporate Department. Accordingly, the Company has nominated him as a candidate to continue serving as Director.
 - (6) Toru Akaura, as Representative Director of the Incubate Fund KK, has long-term work experience in the venture capital business and extensive experience as an officer of other companies, as well as a wide range of insight cultivated through such experience. He provides active opinions that contribute to the growth of the Company business, and as a member of the Nomination and Remuneration Advisory Committee, he is involved from an objective and impartial perspective in matters related to the nomination of Directors, appointment and dismissal of Directors, remuneration of Directors (excluding those who are Audit & Supervisory Committee Members), and other matters for which the Board of Directors seeks advice. The Company has selected him as a candidate for outside Director in anticipation that he will provide appropriate decision-making and management supervision and managerial advice on general management and corporate investment from an objective and professional perspective. His term of office as outside Director of the Company will be 18 years upon the conclusion of this Shareholders Meeting. If this proposal is approved and adopted, the Company plans for him to continue as a member of the Nomination and Remuneration Advisory Committee.
 - (7) Shigemiki Komori held key executive positions, including representative director, at the Japanese subsidiaries of multiple global IT companies. He possesses extensive experience in sales strategy, organizational management, and the promotion of sales digital transformation (DX) in the enterprise business and the software business, as well as broad insight through these experiences. The Company has selected him as a candidate for outside Director in anticipation that he will provide appropriate decision-making and management supervision and helpful advice on sales strategy and organizational operation from an objective and professional perspective. If this proposal is approved and adopted, the Company plans to newly appoint him as a member of the Nomination and Remuneration Advisory Committee.
5. The Company has entered into an agreement with Toru Akaura to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. If this proposal is approved and adopted, the Company will renew said agreement with him and also enter into an agreement of the same content with Shigemiki Komori. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
6. The Company has entered into an indemnification agreement with each of the incumbent candidates as stipulated in Article 430-2, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is provided in "2. Status of the Company, (3) Officers, (iii) Summary of details of indemnification agreements" of the Business Report. If this proposal is approved and adopted, the Company plans to renew said agreement with him, and to also enter into an agreement of the same content with Shigemiki Komori.
7. The Company has entered into a directors and officers liability insurance policy, as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the contents of the policy is

provided in “2. Status of the Company, (3) Officers, (iv) Summary of details of directors and officers liability insurance policy” of the Business Report. The scope of the insured includes Directors (excluding those who are Audit & Supervisory Committee Members), Directors who are Audit & Supervisory Committee Members, Executive Officers, and Directors of subsidiaries of the Company. Each of the incumbent candidates is already included as an insured under the policy, and will continue to be included as an insured if this proposal is approved and adopted. In addition, Shigemiki Komori will be newly included as an insured under the relevant policy if this proposal is approved and adopted. The Company plans to renew said policy at the end of the current policy period.

8. The Company has submitted notification to the Tokyo Stock Exchange that Toru Akaura has been designated as independent officer as provided for by the aforementioned exchange. If this proposal is approved and adopted, the Company plans for him to continue as independent officer.
9. The Company has entered into a consulting agreement for sales strategy with KRM Corporation, where Shigemiki Komori serves as Representative Director. However, the annual compensation under this agreement is less than ¥5 million, which falls within a range where no conflict of interest with general shareholders may arise. Accordingly, the Company has determined that there are no concerns over his independence as outside Director. If this proposal is approved and adopted, the Company plans to designate him as an independent officer as provided for by the Tokyo Stock Exchange.

Proposal No. 2 Election of One Director Who Is an Audit & Supervisory Committee Member

The term of office of a Director who is an Audit & Supervisory Committee Member Toko Shiotsuki will expire at the conclusion of this Shareholders Meeting. Therefore, the Company proposes the election of one Director who is an Audit & Supervisory Committee Member.

This proposal has been resolved by the Board of Directors following consultation with the Nomination and Remuneration Advisory Committee, which is chaired by an independent outside Director and has a majority of independent outside Directors. In addition, the Company has obtained prior consent of the Audit & Supervisory Committee for the submission of this proposal.

The candidate for Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Toko Shiotsuki (January 9, 1973) <u>Reelection</u>	Apr. 1996 Joined Japan Airlines Co., Ltd. Oct. 1999 Passed the second exam for certified public accountants July 2000 Standing Auditor of CyberAgent, Inc. Mar. 2007 Juris Doctor, The University of Tokyo School of Law Dec. 2017 Director (Full-time Audit and Supervisory Committee member) of CyberAgent, Inc. (current position) Aug. 2021 Outside Director (Audit & Supervisory Committee Member) of the Company (current position)	—

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Toko Shiotsuki is a candidate for outside Director.
 3. Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and outline of her expected roles
Toko Shiotsuki has degrees as a junior accountant and a juris doctor, and has extensive experience in business companies, including serving as a Director (Full-time Audit and Supervisory Committee member) of CyberAgent, Inc. by leveraging her considerable amount of knowledge related to finance and accounting as well as broad insight in auditing and legal affairs. The Company has nominated her as a candidate to continue serving as outside Director who is an Audit & Supervisory Committee Member because she can be expected to provide important opinions on the Company's management from a legal perspective as well as on diversity and auditing and supervising the Directors' performance of their duties. Her term of office as outside Director of the Company will be four years upon the conclusion of this Shareholders Meeting.
 4. The Company has entered into an agreement with Toko Shiotsuki to limit her liability for damages under Article 423, paragraph (1) of the Companies Act. If this proposal is approved and adopted, the Company will renew said agreement with her. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
 5. The Company has entered into an indemnification agreement with Toko Shiotsuki as stipulated in Article 430-2, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is provided in "2. Status of the Company, (3) Officers, (iii) Summary of details of indemnification agreements" of the Business Report. If this proposal is approved and adopted, the Company will renew said agreement with her.
 6. The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the contents of the policy is provided in "2. Status of the Company, (3) Officers, (iv) Summary of details of directors and officers liability insurance policy" of the Business Report. The scope of the insured includes Directors (excluding those who are Audit & Supervisory Committee Members), Directors who are Audit & Supervisory Committee Members, Executive Officers, and Directors of subsidiaries of the Company. Toko Shiotsuki is already included as an insured under the policy, and will continue to be included as an insured if this proposal is approved and adopted. The Company plans to renew said policy following the conclusion of the insurance period.
 7. The Company has submitted notification to the Tokyo Stock Exchange that Toko Shiotsuki has been designated as independent officer as provided for by the aforementioned exchange. If this proposal is approved and adopted, the Company plans for her to continue as independent officer.

Proposal No. 3 Election of One Substitute Director Who Is an Audit & Supervisory Committee Member

The Company proposes the election of one substitute Director who is an Audit & Supervisory Committee Member in preparation for the prospect of failing to meet the minimum number of the Audit & Supervisory Committee Members required by laws and regulations.

This proposal has been resolved by the Board of Directors following consultation with the Nomination and Remuneration Advisory Committee, which is chaired by an independent outside Director and has a majority of independent outside Directors. In addition, the Company has obtained prior consent of the Audit & Supervisory Committee for the submission of this proposal.

The candidate for a substitute Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Shigemiki Komori (April 7, 1958)	Apr. 1982 Joined Yokogawa Hewlett-Packard, Ltd. (currently Hewlett Packard Japan, G.K.)	—
	Mar. 2014 Representative Director and Senior Executive Vice President of Hewlett-Packard Japan, Ltd. (currently Hewlett Packard Japan, G.K.)	
	Apr. 2015 Senior Executive Vice President of Salesforce.com Co., Ltd. (currently Salesforce Japan Co., Ltd.)	
	Apr. 2021 Established KRM Corporation, Representative Director (current position)	
	Feb. 2024 Vice Chairman of the Board of Salesforce Japan Co., Ltd.	
	Feb. 2025 President and Representative Director of THEMIX Green, Inc. (current position)	
	Mar. 2025 Director and CSO of Knowledge Work Inc. (current position)	

- (Notes)
- There is no special interest between the candidate and the Company.
 - Shigemiki Komori is a candidate for outside Director.
 - If Proposal No. 1 is approved and adopted as originally proposed, Shigemiki Komori will assume the position of Director who is not an Audit & Supervisory Committee Member. However, in the event of failing to meet the minimum number of Directors who are Audit & Supervisory Committee Members required by laws and regulations, he will resign the position of Director who is not an Audit & Supervisory Committee Member and assume the position of Director who is an Audit & Supervisory Committee Member.
 - Reasons for nomination as a candidate for a substitute outside Director who is an Audit & Supervisory Committee Member and outline of his expected roles
Shigemiki Komori has served in important positions, such as a representative director, at the Japanese subsidiaries of multiple global IT companies. He has extensive experience related to sales strategies, organizational management, and the promotion of DX in sales in the enterprise business and the software business, and has cultivated a wide range of insight through such experience. The Company has selected him as a candidate for a substitute outside Director who is an Audit & Supervisory Committee Member in anticipation that he will provide important opinions on sales strategies and organizational operation to the Company's management as well as audit and supervise the Directors' performance of their duties.
 - The Company has entered into an agreement with each Director (excluding those who are Executive Directors or serve in any other similar position) to limit his/her liability for damages under Article 423, paragraph (1) of the Companies Act. If Proposal No. 1 is approved and adopted as originally proposed and Shigemiki Komori assumes the position of Director who is not an Audit & Supervisory Committee Member, the Company plans to also enter into an agreement of the same content with him. Upon assumption as Director who is an Audit & Supervisory Committee Member, the Company will renew said agreement. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
 - The Company has entered into an indemnification agreement with each Director as stipulated in Article 430-2, paragraph (1) of the Companies Act, and a summary of the contents of the agreements is provided in "2. Status of the Company, (3) Officers, (iii) Summary of details of indemnification agreements" of the Business Report. If Proposal No. 1 is approved and adopted as originally proposed and Shigemiki Komori assumes the position of Director who is not an Audit & Supervisory Committee Member, the Company plans to also enter into an agreement of the same content with him. Upon assumption as Director who is an Audit & Supervisory Committee Member, the Company will renew said agreements.
 - The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the contents of the policy is

provided in “2. Status of the Company, (3) Officers, (iv) Summary of details of directors and officers liability insurance policy” of the Business Report. The scope of the insured includes Directors (excluding those who are Audit & Supervisory Committee Members), Directors who are Audit & Supervisory Committee Members, Executive Officers, and Directors of subsidiaries of the Company. If Proposal No. 1 is approved and adopted as originally proposed and Shigemiki Komori assumes the position of Director who is not an Audit & Supervisory Committee Member, he will be newly included as an insured under the relevant policy. He will continue to be included as an insured upon assumption as Director who is an Audit & Supervisory Committee Member. The Company plans to renew said policy following the conclusion of the insurance period.

8. The Company has entered into a consulting agreement for sales strategy with KRM Corporation, where Shigemiki Komori serves as Representative Director. However, the annual amount of compensation is less than ¥5 million, which falls within a range where no conflict of interest with general shareholders may arise. Accordingly, the Company has determined that there are no concerns over his independence as outside Director. If Proposal No. 1 is approved and adopted as originally proposed, the Company plans to appoint him as independent officer as provided for by the Tokyo Stock Exchange. Upon assumption as outside Director who is an Audit & Supervisory Committee Member, the Company plans for him to continue as independent officer.

[Reference] About the skills matrix for Director candidates

Under the mission of “Turning encounters into innovation” and the vision to “Become business infrastructure,” the Group provides DX services that turn encounters with people and companies into business opportunities and reshape how people work. Through these business activities, we aim to contribute to the resolution of social issues.

Moreover, we have set the Group’s management strategy: Sales maximization of the Sansan/Bill One Business, Expansion of profit in the Eight Business, and Utilization of M&A to continue strong sales growth and accelerate profit growth. At the same time, we have identified ten material issues to be addressed on priority in the five key areas: (1) Balance security and convenience, (2) Transform work through innovative DX services, (3) Respect employee diversity and produce innovation, (4) Establish a firm management structure to support rapid business growth, and (5) Conserve the environment through business, so that we promote activities to realize sustainability.

To execute the Group’s management policies and strategies as mentioned above, the Company has identified six skills as expertise and experience that the Board of Directors should equip itself with, and appoints Directors considering the diversity and balance of skills.

The expertise and experience of each candidate for Director are as follows.

Name	Expertise and experience						Material sustainability issue in charge
	Corporate management	Information security in the data domain	Finance & accounting	Legal affairs	Personnel/ Human resources development	International experience	
Chikahiro Terada	✓	✓				✓	(5) Conserve the environment through business
Kei Tomioka	✓	✓				✓	(2) Transform work through innovative DX services
Kenji Shiomi	✓	✓				✓	(1) Balance security and convenience
Yuta Ohma	✓				✓		(3) Respect employee diversity and produce innovation
Muneyuki Hashimoto	✓		✓	✓		✓	(4) Establish a firm management structure to support rapid business growth
Toru Akaura	✓					✓	
Shigemiki Komori	✓	✓					
Maki Suzuki				✓	✓	✓	
Toko Shiotsuki	✓		✓	✓			
Tsunehiro Shirota	✓		✓			✓	

* The above list is not an exhaustive list of expertise and experience that each candidate for Director possesses.

Proposal No. 4 Determination of the Amount and Content of Stock Option Remuneration for Directors
(Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)

1. Reasons for the proposal

The Company aims to share further value with all shareholders and improve its medium- to long-term shareholder value and corporate value, under the objective of further increasing motivation and morale and ensuring the retention of excellent personnel. The Company requests approval of the amount of remuneration, etc. relating to the share acquisition rights as stock options with share price conditions (hereinafter the “Stock Options”), to be granted as non-monetary remuneration to Directors of the Company (excluding outside Directors and Directors who are Audit & Supervisory Committee Members), as well as approval of the specific content of the share acquisition rights.

The Nomination and Remuneration Advisory Committee has deliberated the content of this proposal and reported that it is consistent with the above objective and the policy for determining remuneration, etc. of Directors as described in “2. Status of the Company, (3) Officers, (v) Remuneration, etc. of Directors, a. Policy, etc. on determination of the details of officer remuneration, etc.” of the Business Report. The Board of Directors has made the decision based on the report, and therefore the Company judged that the content of this proposal is reasonable. At the same time, the Company has obtained the opinion from the Audit & Supervisory Committee that this proposal is reasonable based on the results of its deliberation.

2. Content of the proposal (amount and content of remuneration, etc., in the plan)

(1) Amount of remuneration, etc., relating to share acquisition rights as stock options

The Company received approval at the 17th Annual General Meeting of Shareholders held on August 27, 2024 for a maximum monetary remuneration for Directors (excluding those who are Audit & Supervisory Committee Members) of ¥500 million per year (including ¥50 million for outside Directors).

On this occasion, approval is requested for the setting of up to ¥500 million as the limit for remuneration relating to the Stock Options for the Directors of the Company (excluding outside Directors and Directors who are Audit & Supervisory Committee Members), separate from the remuneration limit described above. At present, there are five Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members), and if Proposal No. 1 is approved and adopted as originally proposed, there will be five eligible Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members).

It should be noted in consideration that the fair valuation of the Stock Options will fluctuate depending on the share price situation, the remuneration limit to be set here shall be an amount set as an upper limit assuming a certain level of increase to the share price. In addition, the Stock Options will become exercisable rights upon the share price of the Company reaching ¥3,987, and the rights will lose effect if this share price is not achieved. Therefore, the fair valuation of the Stock Option has been calculated in consideration of such conditions.

In the event of all of the Stock Options being exercised, the total number of outstanding shares as of May 31, 2025 will be diluted by a maximum of 0.51%; however, the achievement of the conditions for the exercising of rights set for the Stock Options will contribute to the improvement of the shareholder value and corporate value, which can be recognized to contribute to the interests of all existing shareholders, and therefore, the scale of the issuance is considered to be reasonable. Due to the issuance of the Stock Options, in the period from their grant until the exercising of rights, share remuneration expenses will be recorded each year in the accounts; however, if the conditions for the exercising of rights are achieved, as described above, the benefit of the improvement of shareholder value and corporate value will be shared with all existing shareholders, and if the conditions for the exercising of rights are not achieved, the Stock Options will lose effect without any shares being issued, and the recorded share-based remuneration expenses will be reversed, meaning that there is no concern of existing shareholders incurring substantial disadvantage.

It should be noted that the Stock Options shall set forth a malus clause based on the policy for determining remuneration, etc. of Directors. This clause enables all or part of unexercised stock

options granted to a Director to be forfeited in specific cases by determination of the Board of Directors following consultation with the Nomination and Remuneration Advisory Committee. Such specific cases include a serious violation against laws and regulations or internal rules of the Company caused by the relevant Director or in an area in charge of said Director.

(2) Overview of the share acquisition rights to be issued as the Stock Options (hereinafter the “Share Acquisition Rights”)

(i) Total number of share acquisition rights

The total number of the Share Acquisition Rights to be issued to Directors of the Company (excluding outside Directors and Directors who Are Audit & Supervisory Committee Members) within the one-year period following this Shareholders Meeting shall be limited to 6,500.

(ii) Class and number of shares to be acquired upon exercise of share acquisition rights

The class of shares to be issued upon exercise of the Share Acquisition Rights shall be common shares of the Company, and the number of shares to be issued upon exercise of each of the Share Acquisition Rights (hereinafter the “Number of Granted Shares”) shall be one hundred (100).

The Number of Granted Shares shall be adjusted according to the following formula in the event that, after the allotment date of the Share Acquisition Rights (hereinafter “Allotment Date”), the Company conducts a share split (including the gratis allotment of common shares of the Company; the same shall apply hereinafter) or a reverse share split.

Number of Granted Shares after Adjustment = Number of Granted Shares before Adjustment × Split (or Reverse Split) Ratio

In addition, the Number of Granted Shares shall be appropriately adjusted to the extent reasonable in the event that, after the Allotment Date of the Share Acquisition Rights, the Company conducts a merger, company split or share exchange, or share transfer that require adjustment of the Number of Granted Shares. Provided, however, that such adjustment shall be made only with respect to the number of shares underlying the Share Acquisition Rights that have not been exercised at the time of such adjustment, and any fraction less than one share arising from the adjustment shall be rounded down.

(iii) Amount to be paid in exchange for share acquisition rights

The payment of money in exchange for the Share Acquisition Rights is not needed. Since as stock options the Share Acquisition Rights are issued in consideration for the execution of duties, they do not fall under the category of “Favorable Issue.”

(iv) Value or calculation method of assets to be contributed upon exercise of share acquisition rights

The purpose of investment for the exercising of the Share Acquisition Rights is monetary, and the amount of this shall be the amount obtained by multiplying the price per share that should be paid in when exercising the Share Acquisition Rights (hereinafter the “Exercise Price”) by the Number of Granted Shares in relation to the Share Acquisition Rights. The Exercise Price shall be the same amount as the closing price of the common shares of the Company at the Tokyo Stock Exchange on the business day prior to the date of the resolution of the Board of Directors of the Company for the issuance of the Share Acquisition Rights (if there were no transactions on that day, the closing price of the most recent day with transactions).

It should be noted in the event of a share split or reverse share split being performed by the Company on the common shares of the Company after the Allotment Date, or in the event of it being necessary to adjust the Exercise Price stated above due to other reason, the Exercise Price may be adjusted within a reasonable range.

(v) Exercise period of share acquisition rights

The period during which Share Acquisition Rights are exercisable shall be from August 27, 2027 until August 26, 2035 (provided, however, that if the last day is not a bank business day, it shall be the previous bank business day).

(vi) Restrictions on assignment of share acquisition rights

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

(vii) Conditions of exercise of share acquisition rights

- Persons who have been allotted the Share Acquisition Rights (hereinafter "Holders of the Share Acquisition Rights") may exercise their Share Acquisition Rights if, on a specific day from the Allotment Date of the Share Acquisition Rights to the end date of the exercise period (August 26, 2035), the closing price of the common shares of the Company in regular trading on the Tokyo Stock Exchange exceeds ¥3,987.

However, if a share split or reverse share split is carried out after the Allotment Date, the value will be adjusted according to the following formula (rounded up to the nearest yen unit):

$$\text{Share price after adjustment} = \text{Share price before adjustment} \times \frac{1}{\text{Split (or Reverse split) ratio}}$$

- Holders of the Share Acquisition Rights are required to be any one of directors, auditors, executive officers, or employees of the Company and the subsidiaries of the Company even at the time of the exercise of Share Acquisition Rights. Provided, however, that this shall not apply to the case where the Company's Board of Directors recognizes that there are justifiable reasons such as retirement due to the expiration of the term of office, retirement at the mandatory retirement age, etc.
- The other conditions for the exercising of the Share Acquisition Rights shall be determined by resolution of the Company's Board of Directors.

(viii) Matters relating to acquisition of share acquisition rights

- In the event of a merger agreement in which the Company becomes a dissolved company, a split agreement or a split plan in which the Company becomes a split company, or a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, which is approved by a general meeting of shareholders (or by a resolution of the Board of Directors if no approval is required by a general meeting of shareholders), the Company may acquire all of the Share Acquisition Rights without any charge upon the arrival of a date to be separately specified by its Board of Directors. When acquiring a part of the Share Acquisition Rights, the part of the Share Acquisition Rights to be acquired shall be determined by a resolution of the Company's Board of Directors.
- In the event that the exercise of the Share Acquisition Rights becomes impossible pursuant to the provisions of Paragraph (vii) above prior to the exercise by the Holders of the Share Acquisition Rights, the Company may acquire the Share Acquisition Rights without any charge on the date separately prescribed by the Company's Board of Directors.

(ix) Other matters concerning the share acquisition rights

Other matters concerning the Share Acquisition Rights shall be determined by resolution of the Company's Board of Directors.