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**CONVOCAATION NOTICE FOR THE 35TH ORDINARY  
GENERAL MEETING OF SHAREHOLDERS**

**SEPTENI HOLDINGS CO., LTD.**

Securities Code: 4293

## Message from the CEO

On behalf of SEPTENI HOLDINGS CO., LTD., I would like to express our thanks for your exceptional support. Please find herein the convocation notice for the 35th Ordinary General Meeting of Shareholders.

In the fiscal year ended December 31, 2025, we restructured our reportable segments into three segments, the Marketing Communication Segment, Direct Business Segment, and Data & Solutions Segment, and moved forward with determination toward a V-shaped recovery in performance under the medium-term theme of “Focus & Synergy.” As collaboration and efficiency improvements both within and outside our businesses proved effective, transactions with existing clients expanded, new clients were acquired, and a more resilient business foundation was built, resulting in higher revenue and higher Non-GAAP operating profit on a consolidated basis.

With respect to shareholder returns, in accordance with our dividend policy that appropriately balances dividend stability and growth investment, we set the dividend per share at ¥18.00.

Under the Group’s mission “To inspire the world with entrepreneurship,” we will work hard to sustainably enhance our corporate and shareholder value.

Going forward, we would very much appreciate your continued support.

February 2026

**Yuichi Kouno**

Representative Director  
Group President and Chief Executive Officer

Date of sending by postal mail: March 9, 2026

Start date of measures for providing information in electronic format: February 25, 2026

Dear Shareholder

Yuichi Kouno  
Representative Director  
Group President and Chief Executive Officer  
**SEPTENI HOLDINGS CO., LTD.**  
17-1 Nishishinjuku 8-chome, Shinjuku-ku,  
Tokyo, Japan

## **CONVOCAATION NOTICE FOR THE 35TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to the 35th Ordinary General Meeting of Shareholders of the Company, which will be held as described below.

Based on relevant laws and regulations and the Article 13 of the Company's Articles of Incorporation, this General Meeting of Shareholders will be held as a general meeting of shareholders without a designated location for the shareholders meeting (virtual-only shareholders meetings). We therefore request that you attend this General Meeting of Shareholders via the website designated by the Company (<https://web.sharely.app/login/septeni35>) (in Japanese).

When calling this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites. Please access any one of the websites by using the internet address shown below to review the information.

The Company's website:

<https://www.septeni-holdings.co.jp/ir/stock/shareholders/index.html> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4293/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter "SEPTENI HOLDINGS" in "Issue name (company name)" or the Company's securities code "4293" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

For details on the environment and procedures required to attend the meeting, please refer to the "Guide to the Virtual-Only Shareholders Meeting (in Japanese only)."

If you do not attend the meeting in person, you may exercise your voting rights via the Internet or otherwise, or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Tuesday, March 24, 2026. When exercising your voting rights via the Internet, etc. or in writing (by postal mail), please refer to the "Guide to the Exercise of Voting Rights (in Japanese only)."

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**1. Date and Time:** **Wednesday, March 25, 2026, at 10:00 a.m.**  
**\* Login will be available at around 9:30 a.m.**

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**2. Holding of the meeting** **of the** **The General Meeting of Shareholders will be held as a general meeting of shareholders without a designated location for the shareholders meeting.**

**\* There will be no venue as the meeting will be held completely online.**

**\* Please attend through the Company's designated website:  
<https://web.sharely.app/login/septeni35> (in Japanese).**

**For details on the URL of the relevant website, the access and login methods, and procedures necessary to attend the meeting, please refer to the "Guide to the Virtual-Only Shareholders Meeting (in Japanese only)."**

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### **3. Meeting Agenda**

#### **Matters to be reported:**

1. The Business Report and Consolidated Financial Statements for the Company's 35th term (from January 1, 2025 to December 31, 2025) and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Company Auditors
2. Non-consolidated Financial Statements for the Company's 35th term (from January 1, 2025 to December 31, 2025)

#### **Matters to be resolved:**

**Agenda Item No.1:** Partial Amendment to the Articles of Incorporation

**Agenda Item No.2:** Election of Seven Directors

**Agenda Item No.3:** Election of Two Company Auditors

**Agenda Item No.4:** Revision of Details of Share-Based Compensation Plan for Directors, etc.

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To Institutional Investors

You may use the Electronic Proxy Voting Platform operated by ICJ Inc., as a method of exercising your voting rights for the General Meetings of Shareholders.

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- If you exercise your voting rights in writing (by postal mail) and do not indicate your approval or disapproval of any of the proposals in the Voting Rights Exercise Form, we will treat it as if you have indicated your approval.
  - The paper-based documents including items for which measures for providing information in electronic format are to be taken will be delivered together with this notice to the shareholders who requested the delivery of paper-based documents. However, in accordance with the provisions of laws and regulations and Article 19 of the Articles of Incorporation of the Company, the following items are excluded in such paper-based documents.
    - 1) Notes to Consolidated Financial Statements
    - 2) Notes to Non-consolidated Financial StatementsAccordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements included in this document are a part of the documents subject to the audit by the financial auditor and company auditors.
  - If any amendment is made to the items for which measures for providing information in electronic format are to be taken, a notice of the amendments and the details of the items before and after the amendments will be posted on the aforementioned websites.

**Reference Documents for the General Meeting of Shareholders**

Agenda Items and Reference Matters

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**Agenda Item No.1: Partial Amendment to the Articles of Incorporation**

1. Reason for the proposal

From the perspective of strengthening corporate governance, the Company has introduced an executive officer system. At this time, with the aim of further clarifying the roles required of executive officers and the responsibilities they bear, the positions of Group Executive Vice President and Executive Officer, and Senior Executive Officer will be abolished. In their place, the Company will newly establish the position of “Group Senior Executive Officer,” who will be responsible for overseeing specific management function areas as well as for the execution of operations and profit accountability of the business under their charge, and the position of “Group Principal Executive Officer,” who will serve as the person responsible for priority areas and key functions that cut across the entire Group (Article 27, paragraph (2) of the proposed amendments).

2. Details of the amendments

The details of the amendments are as follows. Provisions of the current Articles of Incorporation that are not subject to change are omitted.

(Underlined portions indicate the changes.)

Current Articles of Incorporation	Proposed amendments
(Executive Officers) Article 27 (Article text omitted) 2) The board of directors may, by its resolution, appoint one Group President and Chief Executive Officer from among the Executive Officers, and may also appoint a <u>Group Executive Vice President</u> and Executive Officer and a <u>Senior</u> Executive Officer. 3) (Article text omitted)	(Executive Officers) Article 27 (Remains the same) 2) The board of directors may, by its resolution, appoint one Group President and Chief Executive Officer from among the Executive Officers, and may also appoint a <u>Group Senior</u> Executive Officer and a <u>Group Principal</u> Executive Officer. 3) (Remains the same)

**Agenda Item No.2: Election of Seven Directors**

At the conclusion of this General Meeting of Shareholders, all seven directors will retire due to the expiration of their respective terms of office.

In that regard, the Company hereby proposes the election of seven directors, including four outside directors.

To establish a higher level of corporate governance, maintain sustainable growth, and enhance corporate value over the medium- to long-term, the Company delegates as much of the decision-making and execution relating to business execution as possible to Group Executive Officers, and so the board of directors can perform thorough oversight of the business execution of the Group Executive Officers.

The oversight function of management is continually strengthening under our board of directors whose composition comprises a majority of outside directors.

The Company nominates candidates for director based on a strong sense of ethics and responsibility, and the extensive knowledge and experience, as well as character, required for the Company's management decision-making, or the track record and insight required to enhance the oversight function of management.

In nominating candidates for director, based on the above policy, the candidates are nominated at a meeting of the board of directors, following deliberation by the Nomination and Remuneration Advisory Committee, composed only of outside directors and the Group President and Chief Executive Officer.

The candidates are as follows:

Candidate No.	Name		Important positions held at other companies	Attendance to the board of directors meetings
1	<b>Yuichi Kouno</b> Representative Director Group President and Chief Executive Officer	Reelection		14/14
2	<b>Yusuke Shimizu</b> Director Group Executive Vice President and Executive Officer	Reelection	Representative Director and President, SEPTENI CO., LTD.	14/14
3	<b>Yoshiki Ishikawa</b> Outside Director	Reelection Outside director Independent officer	Representative Director, Well-being for Planet Earth Foundation External Director, Gaiax Co. Ltd. Representative Director and President, Unson, Inc.	14/14
4	<b>Akie Iriyama</b> Outside Director	Reelection Outside director Independent officer	Professor, Business School, Waseda University Outside Director, ROHTO Pharmaceutical Co., Ltd. Outside Director, Sanoh Industrial Co., Ltd. Outside Director (Audit & Supervisory Committee Member), SORACOM, INC.	14/14
5	<b>Mio Takaoka</b> Outside Director	Reelection Outside director Independent officer	Outside Director, HENNGE K.K. Outside Director, DENTSU SOKEN INC. Venture Partner, DNX Ventures	14/14
6	<b>Makoto Shiono</b> Outside Director	Reelection Outside director Independent officer	Partner/CLO, IGPI Group, Inc. Chief Executive Officer, Industrial Growth Platform Inc. Outside Director, beBit, Inc. Outside Director, INCLUSIVE, INC. Auditor, Third Intelligence, Inc.	14/14
7	<b>Mitsuyuki Nakamura</b> Director	New candidate	President, Media/Sports & Entertainment, dentsu Japan Senior Executive Officer, Dentsu Inc. Director, Dentsu Digital Inc. Director, Dentsu Sports International Inc. Chair, Media Committee, Japan Advertising Agencies Association Outside Director, BS-TBS, INC. Director, J-WAVE, Inc.	—/—

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<b>1 Yuichi Kouno</b> (Date of birth: September 22, 1982)	Reelection	
	Number of years in office	2 years
	Attendance to the board of directors meetings	14/14
	Number of the Company's common shares held	130,900 shares

**Profile, position and duties at the Company**

Apr. 2006	Joined the Company
Oct. 2014	Officer of Third Account Division, SEPTENI CO., LTD.
Oct. 2015	Officer of Second Account Division, Septeni Japan, Inc.
Jan. 2017	Officer and General Manager of Second Account Division, Septeni Japan, Inc.
Jan. 2018	Group Executive Officer of the Company
Dec. 2018	Representative Director, SEPTENI CO., LTD.
Dec. 2018	Representative Director, Septeni Japan, Inc.
Jan. 2022	Group Senior Executive Officer of the Company
Nov. 2022	Outside Director, and factory,inc.
Dec. 2022	Director, Dentsu Digital Inc.
Mar. 2024	Representative Director of the Company (current position)
Apr. 2024	Group President and Chief Executive Officer (current position)
Mar. 2025	Director, SEPTENI CO., LTD. (current position)

■ Reasons for nomination as candidate for director

Mr. Yuichi Kouno has extensive experience and results, and considerable insight in the Group's Digital Marketing Business and new businesses, and because he is expected to play appropriate roles and exercise strong leadership on the Company's further growth, business expansion and all aspects of business administration, he is deemed necessary for enhancing corporate value and has once again been nominated as candidate for director.

■ Important positions held at other companies

None.

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<b>2 Yusuke Shimizu</b> (Date of birth: June 19, 1982)	Reelection	
	Number of years in office	2 years
	Attendance to the board of directors meetings	14/14
	Number of the Company's common shares held	52,700 shares

**Profile, position and duties at the Company**

Apr. 2006	Joined the Company
Oct. 2014	Officer of Media Solutions Division, SEPTENI CO., LTD.
Oct. 2015	Officer of Media Growth Division, Septeni Japan, Inc.
Jan. 2017	Officer and General Manager of Media Division, Septeni Japan, Inc.
Jan. 2018	Group Executive Officer of the Company
Dec. 2018	Representative Director and President, SEPTENI CO., LTD. (current position)
Dec. 2018	Representative Director and President, Septeni Japan, Inc. (current position)
Jan. 2022	Group Senior Executive Officer of the Company
Mar. 2024	Director of the Company (current position)
Apr. 2024	Group Executive Vice President and Executive Officer (current position)

■ Reasons for nomination as candidate for director

Mr. Yusuke Shimizu has extensive experience and results, and considerable insight in the Group's Digital Marketing Business as well as operational experience in the field of corporate planning, and because he is expected to drive the management of the Group and further enhance and drive corporate governance, he is deemed necessary for enhancing corporate value and has once again been nominated as candidate for director.

■ Important positions held at other companies

Representative Director and President, SEPTENI CO., LTD.

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<b>3 Yoshiki Ishikawa</b> (Date of birth: February 27, 1981)	Reelection Outside director Independent officer	
	Number of years in office	6 years and 3 months
	Attendance to the board of directors meetings	14/14
	Number of the Company's common shares held	-

**Profile, position and duties at the Company**

Nov. 2008	Director, Cancer Scan Co., Ltd.
Sep. 2014	Director, Campus for H Inc.
Sep. 2018	Representative Director, Well-being for Planet Earth Foundation (current position)
Feb. 2019	Outside Director (Audit & Supervisory Committee Member), Sansan, Inc.
Mar. 2019	External Director, Gaiax Co. Ltd. (current position)
Dec. 2019	Outside Director of the Company (current position)
Dec. 2024	Representative Director and President, Unson, Inc. (current position)

■ Reasons for nomination as candidate for outside director and outline of expected roles

Mr. Yoshiki Ishikawa has professional, extensive experience and results, and considerable insight as both a preventive medicine researcher and as a founder of a company using methods based on behavioral science, and because he has actively provided useful advice on all aspects of the business administration of the Group, he is deemed capable of providing oversight and advice on the Company's business administration as an outside director, and has once again been nominated as candidate for outside director.

■ Important positions held at other companies

Representative Director, Well-being for Planet Earth Foundation; External Director, Gaiax Co. Ltd.; Representative Director and President, Unson, Inc.

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<b>4 Akie Iriyama</b> (Date of birth: December 8, 1972)	Reelection Outside director Independent officer	
	Number of years in office	5 years and 3 months
	Attendance to the board of directors meetings	14/14
	Number of the Company's common shares held	-

**Profile, position and duties at the Company**

Apr. 1998	Joined Mitsubishi Research Institute, Inc.
Sep. 2008	Assistant Professor, University at Buffalo, the State University of New York
Sep. 2013	Associate Professor, Business School, Waseda University
May 2016	Outside Director, Macromill, Inc.
Apr. 2019	Professor, Business School, Waseda University (current position)
Jun. 2019	Outside Director, ROHTO Pharmaceutical Co., Ltd. (current position)
Jun. 2020	Outside Director, Sanoh Industrial Co., Ltd. (current position)
Dec. 2020	Outside Director of the Company (current position)
Jun. 2021	Outside Director (Audit & Supervisory Committee Member), SORACOM, INC. (current position)

■ Reasons for nomination as candidate for outside director and outline of expected roles

Mr. Akie Iriyama has operational experience as a consultant, along with professional, extensive experience and results and considerable insight as a researcher specialized in the management strategies and the global management fields, and because he has actively provided useful advice on all aspects of the business administration of the Group, he is deemed capable of providing oversight and advice on the Company's business administration as an outside director, and has once again been nominated as candidate for outside director. Although he has never been involved in corporate management other than serving as an outside officer, he is deemed capable of properly carrying out the duties of an outside director of the Company for the reasons mentioned above.

■ Important positions held at other companies

Professor, Business School, Waseda University; Outside Director, ROHTO Pharmaceutical Co., Ltd.; Outside Director, Sanoh Industrial Co., Ltd.; Outside Director (Audit & Supervisory Committee Member), SORACOM, INC.

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**5 Mio Takaoka**  
(Date of birth: May 3, 1979)

Reelection  
Outside director  
Independent officer

Number of years in office 5 years and 3 months

Attendance to the board of directors meetings 14/14

Number of the Company's common shares held –

**Profile, position and duties at the Company**

Jul. 1999 Joined Goldman Sachs Japan Securities  
Jun. 2002 Joined Morgan Stanley Japan Securities (currently Morgan Stanley MUFG Securities Co., Ltd.)  
Mar. 2006 Joined Lehman Brothers Japan Securities  
Jan. 2009 Joined Monex Group, Inc.  
Feb. 2014 Executive, General Manager of new business, Monex Group, Inc.  
May 2014 Director, Monex Ventures, Inc.  
Sep. 2017 Joined MedicalNote, Inc.  
Sep. 2017 Partner, Arbor Ventures  
Mar. 2018 Director, MedicalNote, Inc.  
Dec. 2020 Outside Director of the Company (current position)  
Mar. 2021 Outside director, KAYAC Inc.  
Apr. 2021 Partner, DNX Ventures  
Dec. 2021 Outside Director, HENNGE K.K. (current position)  
Mar. 2022 Outside Director, DENTSU SOKEN INC. (current position)  
Mar. 2022 Outside director (Audit & Supervisory Committee Member), KAYAC Inc.  
Apr. 2025 Venture Partner, DNX Ventures (current position)

■ Reasons for nomination as candidate for outside director and outline of expected roles

Ms. Mio Takaoka has professional, extensive experience and results, and considerable insight of strategic investment, new business development and finance, and because she has actively provided useful advice on all aspects of the business administration of the Group, she is deemed capable of providing oversight and advice on the Company's business administration as an outside director, and has once again been nominated as candidate for outside director.

■ Important positions held at other companies

Outside Director, HENNGE K.K.; Outside Director, DENTSU SOKEN INC.; Venture Partner, DNX Ventures

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6 **Makoto Shiono**  
(Date of birth: November 12, 1975)

Reelection  
Outside director  
Independent officer  
Number of years in office 2 year  
Attendance to the board of directors meetings 14/14  
Number of the Company's common shares held –

**Profile, position and duties at the Company**

Apr. 1998 Joined Citibank, N.A., Tokyo Branch  
Oct. 1999 Joined Goldman Sachs Japan Co., Ltd., Tokyo Branch  
Aug. 2000 Joined Members Co., Ltd. (seconded to EC-watch.com Co., Ltd. as CFO)  
Sep. 2001 Joined Bain & Company Inc.  
Apr. 2003 Joined livedoor Co., Ltd  
Jul. 2008 Joined Industrial Growth Platform, Inc.  
Jan. 2012 Partner/Managing Director, Industrial Growth Platform Inc.  
Jun. 2017 Executive Managing Director, CIO, JBIC IG Partners  
Apr. 2018 External Director, NewsPicks, Inc.  
Oct. 2018 Director, JB Nordic Ventures Oy  
Jun. 2020 Outside Director, beBit, Inc. (current position)  
Jun. 2022 Outside Director, INCLUSIVE, INC. (current position)  
Mar. 2024 Outside Director of the Company (current position)  
Oct. 2024 Partner/CLO, IGPI Group, Inc. (current position)  
Oct. 2024 Managing Director, Industrial Growth Platform Inc.  
Mar. 2025 Auditor, Third Intelligence, Inc. (current position)  
Dec. 2025 Chief Executive Officer, Industrial Growth Platform Inc. (current position)

■ Reasons for nomination as candidate for outside director and outline of expected roles

Mr. Makoto Shiono has extensive experience and results, and considerable insight in strategic planning and implementation consulting and M&A advisory services for domestic and foreign companies and government agencies, and because he has actively provided useful advice on all aspects of the business administration of the Group, he is deemed capable of providing oversight and advice on the Company's business administration as an outside director, and has once again been nominated as candidate for outside director.

■ Important positions held at other companies

Partner/CLO, IGPI Group, Inc.; Chief Executive Officer, Industrial Growth Platform Inc.; Outside Director, beBit, Inc.;  
Outside Director, INCLUSIVE, INC.; Auditor, Third Intelligence, Inc.

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7 **Mitsuyuki Nakamura**  
(Date of birth: May 1, 1966)

New candidate  
Number of years in office – years  
Attendance to the board of directors meetings –/–  
Number of the Company's common shares held –

**Profile, position and duties at the Company**

Apr. 1990 Joined Dentsu Inc. (currently Dentsu Group Inc.)  
May 2008 General Manager of the Television Network Division 3, Dentsu Inc.  
Oct. 2010 CEO, Dentsu Media Thailand (seconded, based in Bangkok)  
Apr. 2015 MD, Dentsu Media APAC (seconded, based in Bangkok)  
Jul. 2017 Managing Director of the Global Business Center, Dentsu Inc. (currently Dentsu Group Inc.)  
Jan. 2019 Global CEO, dentsu X (seconded, based in London)  
Jan. 2021 Managing Director of the Business Produce Division, Dentsu Inc.  
Jan. 2022 Executive Officer, Dentsu Inc.  
Jan. 2022 Outside Director, BS-TBS, INC. (current position)  
Jun. 2022 Director, J-WAVE, Inc. (current position)  
Jan. 2023 Director, Dentsu Sports International Inc. (current position)  
Jan. 2024 President, Media, Sports/Entertainment, dentsu Japan  
Jan. 2024 Senior Executive Officer (Media & Content), Dentsu Inc.  
Jan. 2025 President, Media/Sports & Entertainment, dentsu Japan (current position)  
Jan. 2025 Senior Executive Officer (Media/Sports & Entertainment), Dentsu Inc. (current position)  
Oct. 2025 Chair, Media Committee, Japan Advertising Agencies Association (current position)  
Jan. 2026 Director, Dentsu Digital Inc. (current position)

■ Reasons for nomination as candidate for director

After joining Dentsu Inc. (currently Dentsu Group Inc.) in 1990, Mr. Mitsuyuki Nakamura held key positions across media, overseas, and sales divisions, accumulating extensive operational and management experience. He currently serves as President, Media/Sports & Entertainment at dentsu Japan, overseeing the media business of dentsu Japan, including digital advertising. In light of our expectation that he will provide valuable advice on overall Group management and contribute to advancing collaboration with the Dentsu Group, we have nominated him as a candidate for director.

■ Important positions held at other companies

President, Media/Sports & Entertainment, dentsu Japan; Senior Executive Officer, Dentsu Inc.; Director, Dentsu Digital Inc.; Director, Dentsu Sports International Inc.; Chair, Media Committee, Japan Advertising Agencies Association; Outside Director, BS-TBS, INC.; Director, J-WAVE, Inc.

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(Notes)

1. Mr. Yoshiki Ishikawa, Mr. Akie Iriyama, Ms. Mio Takaoka, and Mr. Makoto Shiono are candidates for outside directors.
2. There are no other special relationships between the Company and each of the candidates.
3. In Mr. Mitsuyuki Nakamura's "Profile, position and duties at the Company and Important positions held at other companies," both his current positions and duties and those over the past ten years when he was an executive at the Company's parent company, Dentsu Group Inc., and its subsidiaries are also listed.
4. The Company has established "Independence Standards for Outside Officers" (<https://www.septeni-holdings.co.jp/ir/pdf/isod.pdf>) (in Japanese only). There is no information showing any violations of these standards for candidates Mr. Yoshiki Ishikawa, Mr. Akie Iriyama, Ms. Mio Takaoka, or Mr. Makoto Shiono and each candidate is deemed independent.
5. The Company has designated Mr. Yoshiki Ishikawa, Mr. Akie Iriyama, Ms. Mio Takaoka, and Mr. Makoto Shiono as independent officers in accordance with the rules of Tokyo Stock Exchange, Inc., and has submitted a notice of designation to the Tokyo Stock Exchange. If the proposed reelection of the four candidates is approved, the Company will continue to designate them as independent officers.
6. The Company has entered into a liability limitation agreement with each of Mr. Yoshiki Ishikawa, Mr. Akie Iriyama, Ms. Mio Takaoka, and Mr. Makoto Shiono. According to the aforementioned liability limitation agreement, their liability for damages under Article 423, paragraph (1) of the Companies Act will not exceed either ¥5 million or the minimum liability amount stipulated in Article 425, paragraph (1) of the same Act, whichever is higher. If the proposed reelection of the four candidates is approved, the Company plans to again enter into the aforementioned liability limitation agreement with them.
7. The Company has entered into a directors and officers liability insurance policy (management risk protection insurance policy) as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If each candidate is elected and assumes office as director, he or she will be included as an insured in the policy. This insurance policy covers amounts of indemnification, litigation expenses and other costs that an insured, including the Company's directors, would be liable for due to corporate litigation, a third-party lawsuit, a shareholder derivative lawsuit, etc. However, as a measure to ensure that the proper performance of duties by an insured is not impaired, the insurance policy does not cover any damages, etc. arising from criminal acts, etc. committed by the insured. The full amount of the insurance premiums for the policy is borne by the Company. In addition, when the policy is renewed (July 2026), the Company plans to renew the policy with the same terms.
8. If candidate Mr. Mitsuyuki Nakamura is elected and assumes office as a director, he will concurrently serve as a Senior Executive Officer of Dentsu Inc., a subsidiary of the Company's parent company, Dentsu Group Inc., as well as a Director of Dentsu Digital Inc. and a Director of Dentsu Sports International Inc.

**Agenda Item No.3: Election of Two Company Auditors**

At the conclusion of this General Meeting of Shareholders, the terms of office of Company Auditor Mamoru Furushima and Takeshi Okuyama will expire.

In that regard, the Company hereby proposes the election of two company auditors.

The consent of the board of company auditors has been obtained for this proposal.

The candidates are as follows:

Candidate No.	Name		Important positions held at other companies	Attendance to the board of directors meetings	Attendance to the board of company auditors meetings
1	Mamoru Furushima Outside Company Auditor	Reelection Outside company auditor	Representative Partner, Trident Lawyer Corporation Outside Director (Audit & Supervisory Committee Member), B-Lot Company Limited Outside Audit & Supervisory Board Member, SECURE, INC. Outside Director (Audit & Supervisory Committee Member), Wel-Dish. Incorporated	14/14	14/14
2	Takeshi Okuyama Outside Company Auditor	Reelection Outside company auditor	Partner, Mori Hamada & Matsumoto	13/14	13/14

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<b>1 Mamoru Furushima</b> (Date of birth: February 16, 1970)	Reelection Outside company auditor	
	Number of years in office	10 years and 3 months
	Attendance to the board of directors meetings	14/14
	Attendance to the board of company auditors meetings	14/14
	Number of the Company's common shares held	-

**Profile, position and duties at the Company**

Oct. 1993	Joined Chuo Audit Corporation (currently PricewaterhouseCoopers Japan LLC)
Apr. 1997	Registered as a certified public accountant
Aug. 2000	Joined the Fuji Accounting Office (currently Moore Mirai & Co.)
Aug. 2003	Joined PwC Advisory Co., Ltd.
Nov. 2007	Joined the Legal Training and Research Institute of Japan under the Supreme Court of Japan
Dec. 2008	Registered as a lawyer (Tokyo Bar Association)
Jan. 2009	Joined Okuno & Partners
Apr. 2015	Representative, Furushima Law & Accounting Office
Jun. 2015	Outside Director (audit and supervisory member), Nippon Chemical Industrial Co., Ltd.
Dec. 2015	Outside Company Auditor of the Company (current position)
Mar. 2020	Outside Director (Audit & Supervisory Committee Member), B-Lot Company Limited (current position)
Mar. 2020	Outside Audit & Supervisory Board Member, SECURE, INC. (current position)
Jan. 2021	Representative Partner, Trident Lawyer Corporation (current position)
Jun. 2024	Outside Director (Audit & Supervisory Committee Member), Wel-Dish. Incorporated (current position)

■ Reasons for nomination as candidate for director

Mr. Mamoru Furushima has extensive experience and specialist knowledge as a certified public accountant and a lawyer and in-depth knowledge and experience of auditing, and because he has provided useful advice and conducted auditing from an independent position, he is expected to provide such auditing, and has once again been nominated as candidate for outside company auditor. Although he has never been involved in corporate management other than serving as an outside officer, he is deemed capable of properly carrying out the duties of an outside company auditor of the Company for the reasons mentioned above.

■ Important positions held at other companies

Representative Partner, Trident Lawyer Corporation; Outside Director (Audit & Supervisory Committee Member), B-Lot Company Limited; Outside Audit & Supervisory Board Member, SECURE, INC.; Outside Director (Audit & Supervisory Committee Member), Wel-Dish. Incorporated

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<b>2 Takeshi Okuyama</b> (Date of birth: February 11, 1980)	Reelection Outside company auditor	
	Number of years in office	6 years and 3 months
	Attendance to the board of directors meetings	13/14
	Attendance to the board of company auditors meetings	13/14
	Number of the Company's common shares held	-

**Profile, position and duties at the Company**

Apr. 2002	Joined the Legal Training and Research Institute of Japan under the Supreme Court of Japan
Oct. 2003	Registered as a lawyer (Daini Tokyo Bar Association) Joined Mori Hamada & Matsumoto
Jan. 2011	Partner, Mori Hamada & Matsumoto (current position)
Apr. 2014	Associate Professor, Waseda Law School
Dec. 2019	Outside Company Auditor of the Company (current position)

■ Reasons for nomination as candidate for director

Mr. Takeshi Okuyama has extensive experience and specialist knowledge as an attorney and in-depth knowledge of corporate governance, corporate legal affairs, and auditing, and because he has provided useful advice and conducted auditing from an independent position, he is expected to provide such auditing, and has once again been nominated as candidate for outside company auditor. Although he has never been involved in corporate management other than serving as an outside officer, he is deemed capable of properly carrying out the duties of an outside company auditor of the Company for the reasons mentioned above.

■ Important positions held at other companies

Partner, Mori Hamada & Matsumoto

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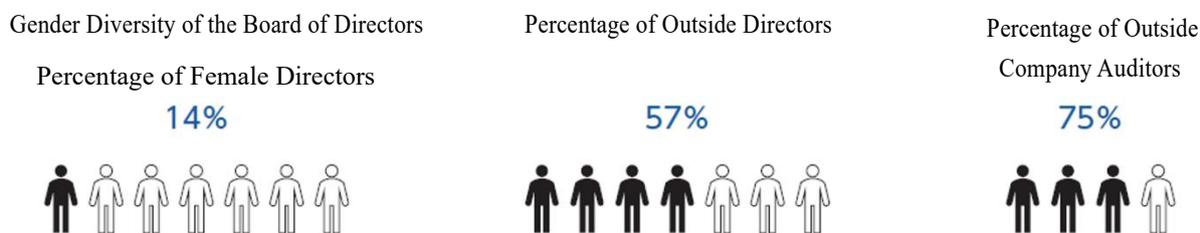
(Notes)

1. Mr. Mamoru Furushima and Mr. Takeshi Okuyama are candidates for outside company auditors.
2. There are no special relationships between the Company and each of the candidates.
3. The Company has entered into a liability limitation agreement with Mr. Mamoru Furushima and Mr. Takeshi Okuyama. According to the aforementioned liability limitation agreement, their liability for damages under Article 423, paragraph (1) of the Companies Act will not exceed either ¥5 million or the minimum liability amount stipulated in Article 425, paragraph (1) of the same Act, whichever is higher. If the proposed reelection of them is approved, the Company plans to again enter into the aforementioned liability limitation agreement with them.
4. The Company has entered into a directors and officers liability insurance policy (management risk protection insurance policy) as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If each candidate is elected and assumes office as company auditor, he or she will be included as an insured in the policy. This insurance policy covers amounts of indemnification, litigation expenses and other costs that an insured, including the Company's company auditors, would be liable for due to corporate litigation, a third-party lawsuit, a shareholder derivative lawsuit, etc. However, as a measure to ensure that the proper performance of duties by an insured is not impaired, the insurance policy does not cover any damages, etc. arising from criminal acts, etc. committed by the insured. The full amount of the insurance premiums for the policy is borne by the Company. The Company intends to renew the insurance policy with the same terms and conditions at the next renewal in July 2026.

**(Reference)**

**Composition of the Board of Directors and Skill Matrix of Directors and Company Auditors (Planned) after the Conclusion of this General Meeting of Shareholders**

The Company appropriately ensures diversity on the board of directors, with a female director ratio of 14% and an outside director ratio of 57%, and strengthens its oversight function over management by ensuring that the board of directors as a whole possesses the necessary skills.



	Corporate Management	Integrated Marketing	Human Capital / Talent Development	Financial Accounting / Finance	Corporate Governance	Sustainability
<b>Candidates for Director</b>						
Yuichi Kouno	○	○	○		○	○
Yusuke Shimizu	○	○	○			
Yoshiki Ishikawa	○		○			○
Akie Iriyama	○	○	○			
Mio Takaoka	○			○		○
Makoto Shiono	○			○	○	
Mitsuyuki Nakamura	○	○			○	
<b>Candidates for Company Auditors</b>						
Tadahiro Mouri	○			○	○	
Mamoru Furushima	○			○	○	
Takeshi Okuyama	○				○	○
Hideo Hatano	○			○	○	

(Note) Indicates skills and experience particularly expected from each candidate.

## Definitions of Skill Items and Reasons for Selection

The Company has identified the skills required of the board of directors as follows.

Skill item	Definition	Reason for selection
Corporate Management	Expertise in discussing and evaluating growth strategies, including key themes such as generative AI, as well as business portfolio management, with the aim of sustainably enhancing Group corporate value.	Accurately evaluating the validity of the Group's growth strategy and overseeing business portfolio management are required to achieve medium- to long-term corporate value enhancement.
Integrated Marketing	Expertise in overseeing business strategies that support client challenges by integrating online and offline channels with digital methods as the starting point, including the use of data and AI and the promotion of digital transformation (DX).	As client challenges become more advanced and complex, an appropriate understanding of integrated marketing beyond the digital domain, along with evaluation and oversight of its execution, is required.
Human Capital / Talent Development	Expertise in fostering entrepreneurship and organizational development toward the mission of "To inspire the world with entrepreneurship."	Maximizing human capital, which is the source of the Company's value creation, and overseeing organizational strategies that contribute to achieving the mission are required.
Financial Accounting / Finance	Specialized expertise in understanding financial statements based on International Financial Reporting Standards (IFRS), and in formulating, evaluating, and executing capital policies, including shareholder returns, growth investments, and M&A, that balance high growth and high returns.	A deep understanding of IFRS-based financial conditions and the expertise to judge, evaluate, and execute the optimal balance of shareholder returns, growth investments, and M&A as capital policy are necessary to achieve both high growth and high returns.
Corporate Governance	Expertise in strengthening the board of directors' oversight of business execution, with due consideration given to legal compliance, compliance frameworks, and the protection of minority shareholders.	In particular, as a listed company with a parent company, building and overseeing a highly robust governance framework that gives due consideration to the protection of minority shareholders are required.
Sustainability	Expertise in overseeing responses to material issues and the practice of social responsibility that contributes to enhancing corporate value.	Addressing material issues and practicing social responsibility are essential to medium- to long-term corporate value enhancement.

**Agenda Item No.4: Revision of Details of Share-Based Compensation Plan for Directors, etc.**

1. Reason for the proposal and reasons why the revision to the compensation plan is deemed appropriate

The Company has introduced a performance-linked share-based remuneration plan (the “Plan”) for its directors (excluding outside directors and non-residents of Japan; the same shall apply hereinafter) and delegated executive officers (excluding non-residents of Japan; the same applies hereinafter) following approval by shareholders at the 26th Ordinary General Meeting of Shareholders held on December 20, 2016 and the 32nd Ordinary General Meeting of Shareholders held on December 21, 2022.

Under the Plan, compensation for Directors and delegated executive officers, etc. of the Company and compensation for delegated executive officers (excluding non-residents of Japan; the same applies hereinafter; The Company’s directors and delegated executive officers, together with the delegated executive officers of the Company’s subsidiaries, are collectively referred to below as “Executive Directors, etc.”) of the Company’s subsidiaries (hereinafter referred to as the “Covered Subsidiaries,” and together with the Company, the “Covered Companies”) are managed on an integrated basis.

The three fiscal years covered by the Plan (from the fiscal year ended December 31, 2023 to the fiscal year ended December 31, 2025) have now concluded. The Company plans to continue the Plan by extending the trust period of the established directors’ remuneration board incentive plan (BIP) trust (the “Trust”), which is scheduled to expire on May 31, 2026, until May 31, 2029. Accordingly, the Company seeks approval to revise the content of the Plan, including newly adding outside directors to the scope of the Plan.

The revision to the Plan is intended to more clearly link the remuneration of Executive Directors, etc. and outside directors (hereinafter referred to as the “Eligible Directors, etc.”) with the medium- to long-term performance of the Group and shareholder value, and to ensure that such remuneration functions as a sound incentive for improving medium- to long-term performance and increasing corporate value. In light of this objective, the Company believes the revision is necessary, appropriate, and reasonable.

If Agenda Item No.2, “Election of Seven Directors,” is approved and adopted as proposed, the number of the Company’s directors covered by the Plan will be six (of whom four will be outside directors), and the number of delegated executive officers of the Covered Companies will be 14.

2. Amounts and details of remuneration under the Plan

(1) Details of the revisions to the Plan

Of the Plan, the following items will be revised.

Items to be revised under the Plan

(Underlined portions indicate the changes.)

Item	Before revision	After revision
Eligible persons	<ul style="list-style-type: none"> <li>• Directors of the Company (<u>excluding</u> outside directors and non-residents of Japan)</li> <li>• Executive officers of the Company (excluding non-residents of Japan)</li> <li>• Executive officers of the Covered Subsidiaries (excluding non-residents of Japan)</li> </ul>	<p><u>Fixed Portion</u></p> <ul style="list-style-type: none"> <li>• Directors of the Company (<u>including</u> outside directors, <u>excluding</u> non-residents of Japan)</li> <li>• <u>Delegated</u> executive officers of the Company (excluding non-residents of Japan)</li> <li>• <u>Delegated</u> executive officers of the Covered Subsidiaries (excluding non-residents of Japan)</li> </ul> <p><u>Performance-linked Portion</u></p> <ul style="list-style-type: none"> <li>• <u>Directors of the Company (excluding outside directors and non-residents of Japan)</u></li> <li>• <u>Delegated executive officers of the Company (excluding non-residents of Japan)</u></li> <li>• <u>Delegated executive officers of the Covered Subsidiaries (excluding non-residents of Japan)</u></li> </ul>
Upper limit on trust funds contributed to the Trust and upper limit on total points granted	<ul style="list-style-type: none"> <li>• Upper limit on trust funds: <u>¥700</u> million</li> <li>• Upper limit on total points: <u>2.8 million</u> points per three fiscal years (equivalent to <u>2.8 million</u> shares)</li> </ul>	<ul style="list-style-type: none"> <li>• Upper limit on trust funds: <u>¥2,469</u> million (<u>Breakdown: ¥2,439 million for Executive Directors, etc., ¥30 million for outside directors</u>)</li> <li>• Upper limit on total points: <u>6,870,000</u> points per three fiscal years (equivalent to <u>6,870,000</u> shares) (<u>Breakdown: 6,780,000 points for Executive Directors, etc., 90,000 points for outside directors</u>)</li> </ul>

Item	Before revision	After revision
Method for calculating the number of shares of the Company's stock to be delivered	Comprised of <u>“Base Points” granted annually according to position and the degree of achievement of performance targets, and “Additional Points” granted only upon achievement of the performance targets set forth in the Medium-Term Business Policies at the end of the covered period</u>	<u>Fixed Portion</u> <u>Comprised of “Base Points” granted annually according to position</u>  <u>Performance-linked Portion</u> <u>Comprised of “Performance-linked Points” granted according to position and the degree of achievement of performance targets at the end of the covered period, upon the degree of achievement of the performance targets, etc. during the covered period</u>
	Performance evaluation is performed <u>each fiscal year and at the end of the covered period</u>	<u>Performance-linked Portion</u> <u>Performance evaluation is performed at the end of the covered period</u>
	Performance-linked indicators adopt <u>the indicators set forth in the Medium-Term Business Policies (such as consolidated Non-GAAP operating profit)</u>	<u>Performance-linked Portion</u> <u>Performance-linked indicators adopt profit and profitability indicators, etc. based on medium- to long-term management plans (including, as assumed indicators, consolidated Non-GAAP operating profit, consolidated profit attributable to owners of the parent, and consolidated ROE etc.)</u>
Method and timing of delivery of the Company's shares	<u>Applicable persons receive delivery of the Company's shares equivalent to 50% of the accumulated points, and receive a cash payment corresponding to the amount converted to cash for the remaining shares</u>	<u>No disposal for cash will be conducted</u>
	<ul style="list-style-type: none"> <li>• <u>As a general rule, the accumulated points will be delivered as the Company's shares equivalent to the number of such points at the end of the covered period</u></li> <li>• <u>However, if a recipient retires before the end of the covered period, the Company's shares equivalent to the number of such points will be delivered at the time of retirement</u></li> </ul>	<u>Fixed Portion</u> <u>The Company's shares equivalent to the number of Base Points will be delivered annually</u> <u>Performance-linked Portion</u> <u>The Company's shares equivalent to the number of Performance-linked Points will be delivered after the end of the covered period</u>  <u>However, for both the Fixed Portion and the Performance-linked Portion, transfer restrictions will be imposed from the delivery of the Company's shares until retirement</u>

Except for the revisions set forth above, the details of the as resolved at the 32nd Ordinary General Meeting of Shareholders held on December 21, 2022 will be maintained.

(2) Details of the Plan after the revision

The Plan is a share-based remuneration system under which the Trust acquires share of the Company using funds contributed by the Covered Companies as remuneration for Eligible Directors, etc., and delivers shares of the Company to Eligible Directors, etc. through the Trust (details are set forth in (3) and below).

<p>1. Persons eligible to receive delivery of the Company's shares under the Plan</p>	<p>Fixed Portion</p> <ul style="list-style-type: none"> <li>• Directors of the Company (including outside directors, excluding non-residents of Japan)</li> <li>• Delegated executive officers of the Company (excluding non-residents of Japan)</li> <li>• Delegated executive officers of the Covered Subsidiaries (excluding non-residents of Japan)</li> </ul> <p>Performance-linked Portion</p> <ul style="list-style-type: none"> <li>• Directors of the Company (excluding outside directors and non-residents of Japan)</li> <li>• Delegated executive officers of the Company (excluding non-residents of Japan)</li> <li>• Delegated executive officers of the Covered Subsidiaries (excluding non-residents of Japan)</li> </ul>
<p>2. Impact of the Company's shares covered by the Plan on the total number of issued shares</p>	
<p>Upper limit on funds contributed by the Covered Companies</p>	<ul style="list-style-type: none"> <li>• The upper limit on funds contributed over the three fiscal years constituting the covered period is a total of ¥2,469 million (breakdown: ¥2,439 million for Executive Directors, etc., and ¥30 million for outside directors).</li> </ul>
<p>Upper limit on the number of the Company's shares delivered from the Trust to Eligible Directors, etc.</p>	<ul style="list-style-type: none"> <li>• 6,870,000 points per three fiscal years (equivalent to 6,870,000 shares) (breakdown: 6,780,000 points for Executive Directors, etc., and 90,000 points for outside directors)</li> <li>• The ratio to the total number of issued shares (after deducting treasury shares as of December 31, 2025) is approximately 3.3%</li> </ul>
<p>Method of acquiring the Company's shares</p>	<ul style="list-style-type: none"> <li>• The Company's shares are planned to be acquired from the stock market or from the Company (disposal of treasury shares). (For this continuation, shares will be acquired from the stock market, and therefore, no dilution of the Company's shares will occur as a result of the Plan)</li> </ul>
<p>3. Method for calculating the number of the Company's shares delivered to Eligible Directors, etc.</p>	<p>Fixed Portion</p> <ul style="list-style-type: none"> <li>• Comprised of "Base Points" granted annually according to position</li> </ul> <p>Performance-linked Portion</p> <ul style="list-style-type: none"> <li>• Comprised of "Performance-linked Points" granted at the end of the covered period according to position and the degree of achievement of performance targets during the covered period</li> <li>• Performance evaluation is performed at the end of the covered period</li> <li>• Performance-linked indicators adopt profit and profitability indicators, etc. based on medium- to long-term management plans (including, as assumed indicators, consolidated Non-GAAP operating profit, consolidated profit attributable to owners of parent, and consolidated ROE etc.)</li> </ul>

4. Timing of delivery of the Company's shares to Eligible Directors, etc.	<p>Fixed Portion</p> <ul style="list-style-type: none"> <li>The Company's shares equivalent to the number of Base Points will be delivered annually</li> </ul> <p>Performance-linked Portion</p> <ul style="list-style-type: none"> <li>The Company's shares equivalent to the number of Performance-linked Points will be delivered after the end of the covered period</li> <li>However, for both the Fixed Portion and the Performance-linked Portion, transfer restrictions will be imposed from the delivery of the Company's shares until retirement</li> </ul>
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(3) Upper limit on funds contributed by the Covered Companies

The Plan covers three consecutive fiscal years (initially, the three fiscal years from the fiscal year ending December 31, 2026 through the fiscal year ending December 31, 2028, and thereafter, each subsequent three-fiscal-year period if the trust period describe below is extended; such period is hereinafter referred to as the "Covered Period."). The Company will establish a trust (the "Trust") with a trust period of three years (including any extension of the trust period described below), under which Eligible Directors, etc. who satisfy the beneficiary requirements will be beneficiaries, by combining the funds contributed by the Company as remuneration for its Eligible Directors, etc. and the funds contributed by the Covered Subsidiaries as remuneration for the delegated executive officers of each Covered Subsidiary (the total amount contributed by the Company and the Covered Subsidiaries per Covered Period shall have an upper limit of ¥2,469 million (breakdown: ¥2,439 million for Executive Directors, etc., and ¥30 million for outside directors)). In accordance with instructions from the trust administrator, the Trust will acquire shares of the Company from the stock market or from the Company (disposal of treasury shares) using the entrusted funds. During the trust period, each Covered Company will grant points to Eligible Directors, etc. (as described in (4) below), and the Trust will deliver shares of the Company.

Upon expiration of a Covered Period of the Trust, the Trust may be continued through amendment of the trust agreement and additional entrustment. In such case, the trust period of the Trust shall be extended by three years, and the three fiscal years following the extension will constitute a new Covered Period. For each extended trust period, the Covered Subsidiaries will newly contribute to the Company, within the scope approved by resolutions of their respective general meetings of shareholders, funds as remuneration for their delegated executive officers, and the Company will make additional entrustment by combining such funds received from the Covered Subsidiaries with additional funds contributed as remuneration for its Eligible Directors, etc. (the total amount of additional funds contributed by the Company and the Covered Subsidiaries per Covered Period shall have an upper limit of ¥2,469 million (breakdown: ¥2,439 million for Executive Directors, etc., and ¥30 million for outside directors)). Each Covered Company will continue granting points to Eligible Directors, etc. during the extended trust period, and the Trust will continue delivering shares of the Company during the extended trust period. However, when making such additional entrustment, if shares of the Company and cash remaining in the trust property as of the last day of the trust period prior to extension (hereinafter referred to as "Remaining Shares, etc.") exist, the total amount of the Remaining Shares, etc. and the additionally entrusted funds shall be within ¥2,469 million (breakdown: ¥2,439 million for Executive Directors, etc., and ¥30 for outside directors). Extension of the trust period is not limited to one time only, and the trust period of the Trust may be extended in the same manner thereafter.

(4) Method for calculating and upper limit on the number of the Company's shares delivered to Eligible Directors, etc.

Base Points will be granted for each Covered Company to persons who serve as Eligible Directors, etc. as of December 31 of each year during the trust period, according to their position in the fiscal year ending on that date (hereinafter referred to as the "Evaluation Fiscal Year"). In addition, after the end of the fiscal year of the Covered Period, Performance-linked Points will be granted for each Covered Company, according to the degree of achievement of performance targets during the Covered Period, to Executive Directors, etc. who are in office as of December 31 of the final fiscal year.

One point corresponds to one share of the Company's stock. However, if the total number of the Company's shares increases or decreases during the trust period due to a stock split, stock dividend,

reverse stock split, or similar event, the Company will adjust the number of shares delivered per point in proportion to such increase or decrease.

The total number of points granted to Eligible Directors, etc. has an upper limit of 6,870,000 points per three years (equivalent to 6,870,000 shares) (breakdown: 6,780,000 points for Executive Directors, etc., and 90,000 points for outside directors). This upper limit on the number of granted points has been set with reference to share price trends, taking into account the upper limit on funds contributed by the Covered Companies set forth in (3) above.

(5) Timing of delivery of the Company's shares to eligible directors

1) Fixed portion

As a general rule, the Eligible Directors, etc. will receive delivery of the Company's shares corresponding to the Base Points at a certain time after such Base Points are granted, upon completion of the prescribed beneficiary determination procedures.

2) Performance-linked portion

The Executive Directors, etc. will, as a general rule, receive delivery of the Company's shares corresponding to the Performance-linked Points at a certain time after such Performance-linked Points are granted, upon completion of the prescribed beneficiary determination procedures.

3) Execution of transfer restriction agreement

Upon the delivery of the Company's shares as described in 1) and 2) above, as a general rule, the Company and Eligible Directors, etc. will enter into a transfer restriction agreement that includes the following provisions.

- (a) The Eligible Directors, etc. shall not transfer, create a security interest in, or otherwise dispose of the Company's shares from the date of delivery of such shares until the date of their retirement from office.
- (b) The transfer restrictions shall be lifted upon the retirement of the Eligible Directors, etc.
- (c) In the event of certain misconduct, such as a material violation of duties or internal regulations, or a voluntary resignation against the Company's will during the restriction period, the Company shall acquire the shares delivered to such Eligible Directors, etc. without consideration, without lifting the restrictions on transfer.

The Company's shares subject to transfer restrictions will be managed, during the transfer restriction period, in a dedicated account opened by the Eligible Directors, etc. with Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., so that no transfer, creation of a security interest, or other disposition can be made during such period.

(6) Voting rights for the Company's shares held in the Trust

To ensure neutrality in management, voting rights for the Company's shares held in the Trust will not be exercised during the trust period.

(7) Treatment of dividends of surplus on the Company's shares held in the Trust

Dividends of surplus on the Company's shares held within the Trust will be received by the Trust and used to cover trust fees and trust expenses of the Trust. After covering trust fees and trust expenses, any remaining balance at the termination of the Trust will be distributed to the Eligible Directors, etc.

(8) Other details of the Plan

Other matters relating to the Plan will be determined by the board of directors each time the Trust is established, the trust agreement is amended, or additional entrustments are made to the Trust.

(Reference)

For details of the Plan, please refer to the press release dated February 24, 2026, titled *Notice On the Continuation and Partial Revision of the Performance-Linked Share-Based Compensation Plan for Directors and Officers*.

## **Business Report (From January 1, 2025 to December 31, 2025)**

### **1. Current status of the SEPTENI Group**

#### (1) Business progress and results

#### **Earnings for the fiscal year under review**

With the rapid advancement of technologies led by the dramatic evolution of generative AI, digital transformation (DX) across all industries is expected to accelerate in both efficiency improvements and value creation. As the digital domain functions as an indispensable social infrastructure for social and economic activities, the use of social media has expanded beyond communication alone into areas such as payments and purchasing, further strengthening its influence. In addition, viewing of online content on internet-connected TVs is increasing, bringing changes to the way conventional devices are used, and consumer behavior and the media environment are becoming increasingly diverse and complex. In response to these environmental changes, the advertising industry is also facing increasing demand for marketing services that integrate online and offline channels while leveraging the characteristics of each medium, as well as for marketing support that utilizes data and AI.

In the Japanese advertising market in 2024, internet advertising expenditures reached ¥3,651.7 billion (109.6% year on year), accounting for 47.6% of total advertising expenditures (Dentsu Inc., “2024 Advertising Expenditures in Japan”), making the digital shift in corporate marketing activities increasingly pronounced.

Under these circumstances, in the main Marketing Communication Segment, the Company expanded existing projects and acquired new ones, while also promoting the alliance with the Dentsu Group. In addition, the revenue uplift from initiatives aimed at addressing its short-term challenges of improving profitability absorbed higher SG&A expenses, resulting in increases in both revenue and Non-GAAP operating profit year on year. In the Direct Business Segment, both revenue and Non-GAAP operating profit increased, driven by significant revenue growth, primarily from offline advertising projects. In the Data & Solutions Segment, revenue and Non-GAAP operating profit declined due to the roll-off of certain projects delivered in the previous fiscal year and other factors.

As a result, revenue was ¥30,309 million (up 7.2% year on year), operating profit was ¥4,239 million (up 35.4% year on year), Non-GAAP operating profit was ¥4,414 million (up 38.1% year on year), profit before tax was ¥4,718 million (down 3.1% year on year), profit was ¥3,490 million (down 36.8% year on year), and profit attributable to owners of parent was ¥3,491 million (down 36.8% year on year).

Concerning the year-end dividend for the fiscal year under review, after taking into consideration the above-mentioned business performance and the Company’s basic policy on profit distribution, the Company passed a resolution at the board of directors meeting held on February 24, 2026 to pay a year-end dividend of ¥18.00 per share. Based on this decision, total dividends paid amounted to ¥3,765 million.

### Adoption of the International Financial Reporting Standards (hereinafter referred to as “IFRS”)

The Group has applied IFRS since the fiscal year ended September 30, 2016 in place of previously used Japanese GAAP, aiming for better convenience for all of the Group’s stakeholders, including shareholders and investors in and outside Japan, while promoting actively its global business development.

In addition, the Group discloses “non-GAAP operating profit,” an indicator that is not defined in IFRS on a voluntary basis. Non-GAAP operating profit (or loss) is a profit indicator of constant business performance determined by excluding gains and losses related to acquisition actions and temporary factors from the IFRS-based operating profit (or loss). Gains and losses related to acquisition actions refer to amortization of acquisition-related intangible assets, M&A expenses, etc., and unusual items refer to one-off items, such as impairment loss and gains or losses on sales of non-current assets, that the Group believes shall be excluded for the purposes of preparing a future outlook based on certain rules.

Revenue: Up 7.2% ¥30,309 million Previous term: ¥28,284 million	Non-GAAP operating profit: Up 38.1% ¥4,414 million Previous term: ¥3,197 million
Profit attributable to owners of parent: Down 36.8% ¥3,491 million Previous term: ¥5,526 million	Dividends per share: ¥18.00 Previous term: ¥31.35

The overview of operating results by major business segment is as follows.

### Marketing Communication Segment

#### ■ Major business

**The Marketing Communication Segment provides comprehensive DX support through integrated marketing services centered on digital advertising sales and operations.**

In the current fiscal year, the Company expanded existing projects and acquired new ones, while also promoting the alliance with the Dentsu Group.

Revenue: ¥21,550 million  
(Up 6.3% year on year)

Non-GAAP operating profit: ¥5,497 million  
(Up 14.1% year on year)

### Direct Business Segment

#### ■ Major business

**The Direct Business Segment provides integrated client support by seamlessly executing everything from business strategy planning to direct response promotions and CRM in both B2C and B2B areas, thereby unifying offline media and digital strategies.**

In the current fiscal year, both revenue and Non-GAAP operating profit increased, driven by significant revenue growth, primarily from offline advertising projects.

Revenue: ¥6,439 million  
(Up 24.4% year on year)

Non-GAAP operating profit: ¥1,374 million  
(Up 30.3% year on year)

### Data & Solutions Segment

#### ■ Major business

**The Data & Solutions Segment leverages long-standing expertise in digital marketing to provide data collection, integration, and utilization services, develop and deliver data- and AI-driven solutions, support client development, and dispatch engineering personnel.**

In the current fiscal year, revenue and Non-GAAP operating profit declined due to the roll-off of certain projects delivered in the previous fiscal year.

Revenue: ¥3,069 million  
(Down 3.9% year on year)

Non-GAAP operating profit: ¥492 million  
(Down 0.4% year on year)

## (2) Trends in financial position and profit and loss

### ■ IFRS

Category	32nd term (ended September 30, 2022)	33rd term (ended December 31, 2023)	34th term (ended December 31, 2024)	35th term (ended December 31, 2025)
Revenue (Thousand yen)	27,589,386	34,266,611	28,284,209	30,308,899
Operating profit (Thousand yen)	6,165,779	4,949,134	3,129,260	4,238,536
Non-GAAP operating profit (Thousand yen)	6,565,177	5,091,306	3,196,977	4,414,373
Profit attributable to owners of parent (Thousand yen)	5,733,564	4,318,831	5,525,805	3,491,390
Total assets (Thousand yen)	88,731,112	93,605,990	97,637,290	96,344,554
Basic earnings per share (Yen)	30.54	20.74	26.65	16.83
Dividends per share (Yen)	4.60	5.20	31.35	18.00
Return on equity (ROE) (%)	14.1	6.7	8.2	5.1

(Notes)

1. The accounting period for the 33rd term is a 15-month period from October 1, 2022 to December 31, 2023, due to a change in the fiscal year-end.
2. Starting from the 33rd term, the operating results of COMISMA INC. and its subsidiaries, etc. are reclassified as discontinued operations. As a result, revenue, operating profit, and non-GAAP operating profit for the 32nd term have been retroactively adjusted.

(3) Issues to be addressed

1) Management Policy

The mission of the Group is “To inspire the world with entrepreneurship,” and as a pathway toward its realization, we have set forth “VISION 2030.” In our business operations to date, each of our businesses have leveraged their expertise and strengths to support the resolution of client challenges.

Looking toward 2030, even as society and the times continue to change, we aim to become a corporate group that further “inspire the world” by collectively addressing all business outcomes that contribute to maximizing our clients’ corporate value, under the banner of VALUE MAXIMIZER.



2) Medium-Term Management Plan (FY2026 to FY2028)

For the first three years toward 2030, we have established four basic policies and key initiatives linked to them.

Basic policies	Key initiatives
1. Deepening Businesses	Synergy & Collaboration
2. Exploring Businesses	Accelerating investment in future revenue pillars
3. Strengthening Management Foundation	Strengthening human capital, strengthening governance, and promoting AI strategies
4. Capital Allocation	Balancing growth investment and high shareholder returns

1. Deepening Businesses

As we have confirmed a certain level of results from the medium-term theme “Focus & Synergy” introduced in the fiscal year ended December 31, 2024, we will further develop this into “Synergy & Collaboration” to promote co-creation beyond company and business boundaries and aim for further business deepening.

2. Exploring Businesses

With the aim of building a business portfolio that addresses client challenges, we will promote the exploration of opportunities to expand the value we provide in areas such as HR technology, sports, entertainment, consulting, and IP.

3. Strengthening Management Foundation

We are working to strengthen our human capital to create an environment in which people who embody our core value, “people filled with a strong sense of ownership and entrepreneurial spirit,” can fully demonstrate their entrepreneurship. In addition, to accelerate corporate value creation and prevent the erosion of corporate value, we will strengthen both “offensive” and “defensive” governance. In our AI strategy, based on value co-creation between people and AI, we will advance value creation for customers, transformation of internal operations, and the development of an AI utilization foundation.

#### 4. Capital Allocation

While thoroughly implementing business portfolio management, we will carry out appropriate investments and shareholder returns in order to achieve both high growth and high returns.

Our quantitative targets through the fiscal year ending December 31, 2028 include a revenue of ¥36.6 billion (CAGR 6.5%), Non-GAAP operating profit of ¥6.4 billion (CAGR 13.2%), and profit attributable to owners of parent of ¥5.8 billion (CAGR 18.4%). We will carry out business operations and growth investments to achieve these targets.

##### (4) Capital investments

Capital investment in the current fiscal year was ¥381 million, which was made mainly for the core system.

##### (5) Financing

Nothing noteworthy to report.

##### (6) Business transfers, absorption-type company split or incorporation-type company split

Not applicable.

##### (7) Business transfers from other companies

Not applicable.

##### (8) Succession of rights and obligations relating to other entities' business as a result of absorption-type merger or company split

Not applicable.

##### (9) Acquisition or disposal of shares, other equities or share options of other companies

Nothing noteworthy to report.

(10) Parent and significant subsidiaries

1) Relationship with the parent

Company name	Share capital	Ratio of voting right to the Company	Relationship with the Company
Dentsu Group Inc.	¥74,609 million	52.49%	Interlocking of officers

(Note) The Company executed the capital and business alliance agreement with Dentsu Group Inc.

Details of business alliance

- (1) Project collaboration between Dentsu Group Inc. and SEPTENI CO., LTD.
- (2) Partnership between Dentsu Digital Inc. and the Group
- (3) Partnership in the direct marketing domain between Dentsu Direct Inc. and Dentsu Group Inc.
- (4) Additionally, the following partnerships between Dentsu Group Inc. and the Group
  - (a) Integrated internal and external customer marketing and public relations strategy
  - (b) Discussion/study on an integrated operating program for the hiring, education, and retention of digital human resources
  - (c) Deepening alliance operations in integrated online-offline marketing
  - (d) Mutual use of tools

2) Significant subsidiaries

Company name	Capital or investment in capital (Thousand yen)	Ratio of voting right of the Company	Major business
SEPTENI CO., LTD.	300,000	100.0%	Internet ad business
Dentsu Direct Inc.	301,000	100.0%	Direct marketing support business

(Notes)

1. The Company owns a total of 35 consolidated subsidiaries, including the significant subsidiaries described above.
2. The Company does not own any subsidiaries that are specified wholly-owned subsidiaries as provided in Article 118, item 4 of the Regulation for Enforcement of the Companies Act.

(11) Major offices (as of December 31, 2025)

1) The Company

Company name	Location
The Company	Shinjuku-ku, Tokyo

2) Subsidiaries

Company name	Location
SEPTENI CO., LTD.	Shinjuku-ku, Tokyo
Dentsu Direct Inc.	Minato-ku, Tokyo

(12) Employees (as of December 31, 2025)

Business segment	Number of employees	Increase/decrease from the previous term-end
Marketing Communication Segment	1,104	53 decrease
Direct Business Segment	189	24 decrease
Data & Solutions Segment	268	53 decrease
Other Business	16	2 decrease
Corporate (common)	97	6 increase
Total	1,674	126 decrease

(Notes)

1. The number of employees indicates the number of working employees.
2. The number of employees under the “Corporate (common)” segment indicates the number of employees who belong to the holding company.
3. Due to changes in business segments starting from the current fiscal year, comparisons with the previous term-end are based on reclassified figures for the previous fiscal year to reflect the new segments.

(13) Major creditors (as of December 31, 2025)

Creditor	Amount of loans (Million yen)
Mizuho Bank, Ltd.	3,000
Sumitomo Mitsui Banking Corporation	1,000

## 2. Status of the Company

### (1) Matters regarding shares (as of December 31, 2025)

- 1) Number of shares authorized 370,080,000 shares
- 2) Number of shares issued 211,389,654 shares (including 2,200,043 treasury shares)
- 3) Number of shareholders 17,011 (444 decrease from the previous business year-end)
- 4) Major shareholders (top 10 shareholders)

Name of shareholder	Number of shares (shares)	Shareholding ratio (%)
Dentsu Group Inc.	109,782,395	52.48
Village seven Co., Ltd.	12,783,500	6.11
Mamoru Nanamura	9,489,400	4.54
BNP PARIBAS LONDON BRANCH FOR PRIME BROKERAGE CLEARANCE ACC FOR THIRD PARTY	4,063,652	1.94
UBS AG LONDON A/C IPB SEGREGATED CLIENT ACCOUNT	3,101,950	1.48
BNYMSANV RE GCLB RE JP RD LMGC	2,825,513	1.35
BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	2,544,198	1.22
Custody Bank of Japan, Ltd. (Trust Account)	2,440,100	1.17
NORTHERN TRUST CO.(AVFC) RE IEDU UCITS CLIENTS NON LENDING 15 PCT TREATY ACCOUNT	2,100,000	1.00
Hiroshi Shimizu	1,900,000	0.91

(Notes)

1. The above shareholding ratios are determined by excluding the number of treasury shares (2,200,043 shares).
2. The treasury shares do not include the Company's shares owned by the directors' remuneration BIP (Board Incentive Plan) trust (1,764,502 shares).

- 5) Status of shares delivered to the Company's officers as remuneration for the execution of duties during the business year under review

Not applicable.

- 6) Other important matters regarding shares

Not applicable.

### (2) Matters regarding share options, etc.

- 1) Status of share options, etc. held by officers of the Company

Not applicable.

- 2) Status of share options, etc. delivered to employees, etc. during the business year under review

Not applicable.

- 3) Other important matters regarding share options, etc.

Not applicable.

(3) Matters regarding company officers (as of December 31, 2025)

1) Directors and company auditors

Position and duties	Name	Important positions held at other companies
Representative Director Group President and Chief Executive Officer	Yuichi Kouno	
Director Group Executive Vice President and Executive Officer	Yusuke Shimizu	Representative Director and President, SEPTENI CO., LTD.
Director	Yoshiki Ishikawa	Representative Director, Well-being for Planet Earth Foundation External Director, Gaiax Co. Ltd. Representative Director and President, Unson, Inc.
Director	Akie Iriyama	Professor, Business School, Waseda University Outside Director, ROHTO Pharmaceutical Co., Ltd. Outside Director, Sanoh Industrial Co., Ltd. Outside Director (Audit & Supervisory Committee Member), SORACOM, INC.
Director	Mio Takaoka	Outside Director, HENNGE K.K. Outside Director, DENTSU SOKEN INC. Venture Partner, DNX Ventures
Director	Makoto Shiono	Partner/CLO, IGPI Group, Inc. Chief Executive Officer, Industrial Growth Platform Inc. Director, JB Nordic Ventures Oy Outside Director, beBit, Inc. Outside Director, INCLUSIVE, INC. Auditor, Third Intelligence, Inc.
Director	Tadashi Kitahara	Executive Officer, Dentsu Inc. Director, Dentsu Digital Inc.
Full-time Company Auditor	Tadahiro Mouri	
Company Auditor	Mamoru Furushima	Representative Partner, Trident Lawyer Corporation Outside Director (Audit & Supervisory Committee Member), B-Lot Company Limited Outside Audit & Supervisory Board Member, SECURE, INC. Outside Director (Audit & Supervisory Committee Member), Wel-Dish. Incorporated
Company Auditor	Takeshi Okuyama	Partner, Mori Hamada & Matsumoto
Company Auditor	Hideo Hatano	Group Management and Head of Internal Audit, Dentsu Group Inc.

(Notes)

- Directors Yoshiki Ishikawa, Akie Iriyama, Mio Takaoka and Makoto Shiono are outside directors.
- Company Auditors Tadahiro Mouri, Mamoru Furushima and Takeshi Okuyama are outside company auditors.
- Company Auditor Mamoru Furushima is a certified public accountant and has a respectable degree of knowledge in finance and accounting.
- The Company has designated Directors Yoshiki Ishikawa, Akie Iriyama, Mio Takaoka and Makoto Shiono as independent officers in accordance with the rules of Tokyo Stock Exchange, Inc. and has submitted a notice of designation to the Tokyo Stock Exchange.
- The Company has entered into agreements with all outside directors and outside company auditors that limit their liability for damages as set forth in Article 423, paragraph (1) of the Companies Act. The limit on liability for damages under said agreement is ¥5 million or the minimum liability amount provided for by Article 425, paragraph (1) of the Companies Act, whichever is higher.
- The Company has entered into a directors and officers liability insurance policy (management risk protection insurance policy) as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The scope of insureds in the insurance policy includes all directors, company auditors, and executive officers at the Company and all of its subsidiaries, and the insureds will not bear the insurance premiums. This insurance policy covers amounts of indemnification, litigation expenses and other costs that an insured would be liable for due to corporate litigation, a third-party lawsuit, a shareholder derivative lawsuit, etc. However, as a measure to ensure that the proper performance of duties by an insured is not impaired, the insurance policy does not cover any damages, etc. arising from criminal acts, etc. committed by the insured.

## 2) Remunerations, etc. to directors and company auditors

### (a) Policy for determining details of remunerations, etc. for officers

The Company adopted a resolution on establishing the policy for determining details of individual remunerations, etc. for directors, etc. at the board of directors meeting held on November 22, 2016 (as amended by the resolutions made on December 19, 2023 and January 28, 2025).

Furthermore, the board of directors has deemed that remuneration, etc. for individual directors in the business year under review follow the determination policy. Specifically, the board of directors has confirmed that the method of determining the details of the remuneration, etc. and the details of the decided remuneration, etc. are consistent with the determination policy, and that the decisions were made while referencing the proposed recommendations of the Nomination and Remuneration Advisory Committee, to confirm the validity of remuneration levels.

The details of the policy for determining details of individual remunerations, etc. for directors, etc. are as follows.

#### a. Basic policy

Remuneration for directors (excluding outside directors) is composed of basic remuneration (monthly cash remuneration) and performance-linked remuneration. Following a revision in January 2025, the remuneration structure for directors who also serve as delegated executive officers has been separated from the portion attributable to their role as Group executive officers, and remuneration as Group executive officers consists of basic compensation (monthly cash compensation) and performance-linked compensation.

The basic remuneration is positioned as a fixed compensation, the amount of which is determined for each grade according to the size (magnitude) of responsibilities of each director. Furthermore, the total amount of remuneration paid as cash every month must be within the total remuneration limit for directors decided by the general meeting of shareholders.

The performance-linked compensation for directors who concurrently serve as delegated executive officers consists of short-term performance-linked compensation and medium- to long-term performance-linked share compensation.

Short-term performance-linked remuneration will be paid as a cash reward in an amount calculated by multiplying the fixed compensation by the performance growth rate of the controlling company in the business year under review multiplied by 0.5. Provided, however, the maximum amount payable is 40% of the fixed remuneration amount.

Medium- to long-term performance-linked share-based remuneration will be paid for directors who are residents of Japan, and will take the form of share-based remuneration using the directors' remuneration BIP trust.

Remuneration for outside directors is composed of only monthly basic remuneration (fixed with no changes based on performance).

Remuneration for company auditors is composed of only monthly basic remuneration (fixed with no changes based on performance).

#### b. Concerning other determination for remunerations, etc.

Following the "a. Basic policy" above, basic remuneration, short-term performance-linked remuneration, and medium- to long-term performance-linked cash remuneration for directors (excluding outside directors) will be within the total limit of director remuneration set by a resolution of the general meeting of shareholders (Note 1), and individual and specific allocations will be decided by the Group President and Chief Executive Officer referencing the proposed recommendations of the Nomination and Remuneration Advisory Committee. Regarding medium- to long-term performance-linked share-based remuneration, the "share delivery rules" will be concluded with the trustee of the trust (Note 2) based on the share-based remuneration system using the directors' remuneration BIP trust resolved by the general meeting of shareholders, and according to these rules, the trustee will deliver shares and pay cash.

Following the above basic policy a., remuneration for outside directors will be within the total limit of director remuneration set by a resolution of the general meeting of shareholders (Note 1), and individual and specific allocations will be decided by the Group President and Chief Executive Officer referencing the proposed recommendations of the Nomination and Remuneration Advisory Committee.

Following the above basic policy a., remuneration for company auditors will be within the total limit of company auditor remuneration set by a resolution of the general meeting of shareholders (Note 3), and individual and specific allocations will be decided through discussions with the company auditors.

(Notes)

1. Up to ¥600 million per year for the Company's directors (decided by a resolution at the 23rd Ordinary General Meeting of Shareholders held on December 20, 2013).
2. Trust-related operations will be conducted by Mitsubishi UFJ Trust and Banking Corporation, etc. and share-related operations will be conducted by DSB Co., Ltd.
3. Up to ¥50 million per year for the Company's company auditors (decided by a resolution at the 9th Ordinary General Meeting of Shareholders held on December 14, 1999).

(b) Total amount of remunerations, etc.

Category	Number of payees	Total amount of officers' remunerations, etc.	Total amount of remunerations, etc. by type		
			Basic remuneration	Performance-linked remuneration, etc.	
				Monetary remuneration, etc.	Non-monetary remuneration, etc.
Director (of which outside director)	7 (5)	¥78,000 thousand (¥63,000 thousand)	¥78,000 thousand (¥63,000 thousand)	¥- (¥-)	¥- (¥-)
Company auditor (of which outside company auditor)	3 (3)	¥24,000 thousand (¥24,000 thousand)	¥24,000 thousand (¥24,000 thousand)	¥- (¥-)	¥- (¥-)

(Notes)

1. The amounts of directors' compensation do not include compensation as Group Executive Officers. The total amount of directors' remuneration, including remuneration as Group Executive Officers, is ¥173,526 thousand, consisting of basic compensation of ¥150,012 thousand and performance-linked compensation (cash) of ¥23,514 thousand.
2. The number of payees and the amount of remunerations include one director and the amount of remuneration during his service, who retired from office at the conclusion of the 34th Ordinary General Meeting of Shareholders held on March 26, 2025.
3. The total amount of officer's remunerations etc., total amount of remunerations, etc. by type., and the number of eligible officers do not include one director and one company auditor all of whom serve without remuneration.
4. The Company is introducing a performance-linked share-based remuneration system using the directors' remuneration BIP (Board Incentive Plan) trust scheme for directors of the Company (excluding outside directors and those who are non-residents of Japan). Covenants, etc. at the time of allotments are provided in "(a) Policy for determining details of remunerations, etc. for officers," and the delivery status in the business year under review is provided in "2. (1) 5) Status of shares delivered to the Company's officers as remuneration for the execution of duties during the business year under review."
5. The performance indicator associated with performance-linked remuneration, etc. is consolidated Non-GAAP operating profit, and those results are provided in "1. (1) Business progress and results," and "1. (2) Trends in financial position and profit and loss." As the reason for selecting this indicator, the Company has deemed that this is an appropriate indicator for evaluating the achievement of improvements to the medium- to long-term corporate value. In calculating performance-linked remuneration, basic points are allotted in a set period during each business year according to the role of each director and the level of achievement, etc. of performance targets during the covered trust period of the directors' remuneration BIP trust. After the conclusion of the covered period, additional points allotted to persons covered by the system on the last day of the final business year of the covered period are cumulatively added to the cumulative value of basic points ("Cumulative Points").  
A number of the Company's shares equal to the number of Cumulative Points is delivered or paid to persons covered by the system as share-based remuneration. Furthermore, 50% of the shares corresponding to the points in question (share of less than one unit rounded down) will be delivered as shares, and from the standpoint of securing funds to pay taxes, the remainder will be converted into cash, and cash corresponding to the amount converted to cash will be paid.

6. At the 23rd Ordinary General Meeting of Shareholders held on December 20, 2013, the amount of cash remuneration for directors was set at up to ¥600 million annually (not including the portion of employee salaries paid to directors concurrently serving as employees). The number of directors as of the conclusion of this ordinary general meeting of shareholders is eight.  
Furthermore, in a separate framework from cash remuneration, at the 26th Ordinary General Meeting of Shareholders held on December 20, 2016, the amount of trust funds provided to the trust as funds for the acquisition of the Company's shares associated with the points allotted to directors (excluding outside directors and non-residents of Japan) as performance-linked share-based payments (directors' remuneration BIP trust) was set at a maximum of ¥700 million, and the total points at a maximum of 2,800,000 points (corresponding to 2,800,000 shares) for three business years. The number of directors as of the conclusion of this ordinary general meeting of shareholders (excluding outside directors and non-residents of Japan) is six.  
At the 32nd Ordinary General Meeting of Shareholders held on December 21, 2022, resolutions were passed to extend the trust period until May 31, 2026, and in conjunction with the change in the Company's fiscal year-end, to continue with the plan under a new version in which some details were revised. The number of directors as of the conclusion of this ordinary general meeting of shareholders (excluding outside directors and non-residents of Japan) is two.
7. The amount of cash remuneration for company auditors was set at a maximum of ¥50 million annually at the 9th Ordinary General Meeting of Shareholders held on December 14, 1999. The number of company auditors as of the conclusion of this ordinary general meeting of shareholders is one.
8. The board of directors has delegated the decisions on the amounts of individual director remuneration to Yuichi Kouno, the Representative Director, Group President and Chief Executive Officer. The reason for the delegation is that the board of directors deemed that the Representative Director, Group President and Chief Executive Officer is best suited to conduct evaluations of the division for which each director is responsible while considering the Company's overall performance, etc. The decisions on the delegated matters are made while referencing the proposed recommendations of the Nomination and Remuneration Advisory Committee to confirm the validity of remuneration levels.

### 3) Outside officers

#### (a) Relationships between the Company and other companies where outside officers hold important positions

Category	Name	Important positions held at other companies	Relationship with the Company
Director	Yoshiki Ishikawa	Representative Director, Well-being for Planet Earth Foundation	There is no business relationship.
		External Director, Gaiax Co. Ltd.	There is no business relationship.
		Representative Director and President, Unson, Inc.	There is no business relationship.
Director	Akie Iriyama	Professor, Business School, Waseda University	There is no business relationship.
		Outside Director, ROHTO Pharmaceutical Co., Ltd.	There is no business relationship.
		Outside Director, Sanoh Industrial Co., Ltd.	There is no business relationship.
		Outside Director (Audit & Supervisory Committee Member), SORACOM, INC.	There is no business relationship.
Director	Mio Takaoka	Outside Director, HENNGE K.K.	There is no business relationship.
		Outside Director, DENTSU SOKEN INC.	There is no business relationship.
		Venture Partner, DNX Ventures	There is no business relationship.
Director	Makoto Shiono	Partner/CLO, IGPI Group, Inc.	There is no business relationship.
		Chief Executive Officer, Industrial Growth Platform Inc.	There is no business relationship.
		Director, JB Nordic Ventures Oy	There is no business relationship.
		Outside Director, beBit, Inc.	There is no business relationship.
		Outside Director, INCLUSIVE, INC.	There is no business relationship.
		Auditor, Third Intelligence, Inc.	There is no business relationship.
Company Auditor	Tadahiro Mouri	None.	
Company Auditor	Mamoru Furushima	Representative Partner, Trident Lawyer Corporation	There is no business relationship.
		Outside Director (Audit & Supervisory Committee Member), B-Lot Company Limited	There is no business relationship.
		Outside Audit & Supervisory Board Member, SECURE, INC.	There is no business relationship.
		Outside Director (Audit & Supervisory Committee Member), Wel-Dish. Incorporated	There is no business relationship.
Company Auditor	Takeshi Okuyama	Partner, Mori Hamada & Matsumoto	There is no business relationship.

(b) Outline of major activities and duties carried out in relation to expected roles in the business year under review

Category	Name	Outline of major activities and duties carried out in relation to expected roles
Director	Yoshiki Ishikawa	Mr. Ishikawa attended all board of directors meetings held during the business year under review, where he made comments primarily from his professional viewpoints as a preventive medicine researcher and as a founder of a company using methods based on behavioral science. Moreover, as the chairperson of the Nomination and Remuneration Advisory Committee, which is a voluntary advisory organization of the Company, he has led the deliberations on nomination of directors, etc. and compiled proposed recommendations as the committee. He has also exchanged information and shared understanding on the Group's management, the board of directors' activities, and the successor development plan for managers, etc. in regular executive sessions composed of independent outside directors held monthly.
Director	Akie Iriyama	Mr. Iriyama attended all board of directors meetings held during the business year under review, where he made comments primarily from his operational experience as a consultant, along with professional, extensive experience and results and considerable insight as a researcher specialized in management strategies and the global management field. Moreover, he has expressed opinions appropriately as a member of the Nomination and Remuneration Advisory Committee, which is a voluntary advisory organization of the Company. He has also exchanged information and shared understanding on the Group's management, the board of directors' activities, and the successor development plan for managers, etc. in regular executive sessions composed of independent outside directors held monthly.
Director	Mio Takaoka	Ms. Takaoka attended all board of directors meetings held during the business year under review, where she made comments primarily from her professional, extensive experience and results and considerable insight of strategic investment, new business development and finance. Moreover, she has expressed opinions appropriately as a member of the Nomination and Remuneration Advisory Committee, which is a voluntary advisory organization of the Company. She has also exchanged information and shared understanding on the Group's management, the board of directors' activities, and the successor development plan for managers, etc. in regular executive sessions composed of independent outside directors held monthly.
Director	Makoto Shiono	Mr. Shiono attended all board of directors meetings held during the business year under review, where he made comments primarily from his extensive experience and results, and considerable insight in strategic planning and implementation consulting and M&A advisory services for domestic and foreign companies and government agencies. Moreover, he has expressed opinions appropriately as the vice chairperson of the Nomination and Remuneration Advisory Committee, which is a voluntary advisory organization of the Company. He has also exchanged information and shared understanding on the Group's management, the board of directors' activities, and the successor development plan for managers, etc. in regular executive sessions composed of independent outside directors held monthly.
Company Auditor	Tadahiro Mouri	Mr. Mouri attended all board of directors meetings and all board of company auditors meetings held during the business year under review, where he made comments primarily from his considerable insight and extensive operational experience of auditing. He has also collaborated with and exchanged information with outside officers by participating in regular executive sessions composed of independent outside directors and the Nomination and Remuneration Advisory Committee meetings.
Company Auditor	Mamoru Furushima	Mr. Furushima attended all board of directors meetings and all board of company auditors meetings held during the business year under review, where he made comments primarily from his professional viewpoints as a certified public accountant and as a lawyer. He has also collaborated with and exchanged information with outside officers by participating in regular executive sessions composed of independent outside directors and the Nomination and Remuneration Advisory Committee meetings.

Category	Name	Outline of major activities and duties carried out in relation to expected roles
Company Auditor	Takeshi Okuyama	Mr. Okuyama attended 13 of 14 board of directors meetings and 13 of 14 board of company auditors meetings held in business year under review, where he made comments primarily from his professional viewpoints as a lawyer. He has also collaborated with and exchanged information with outside officers by participating in regular executive sessions composed of independent outside directors and the Nomination and Remuneration Advisory Committee meetings.

(4) Financial auditor (as of December 31, 2025)

1) Name

KPMG AZSA LLC

2) Amount of remuneration, etc.

(a) Remuneration for audit services set forth in Article 2, paragraph (1) of the Certified Public Accountants Act to be paid by the Company

¥89,270 thousand

(b) Total amount of cash and other economic benefits to be paid to the financial auditor by the Company and its subsidiaries

¥96,004 thousand

(Notes)

1. The audit contract between the Company and the financial auditor does not distinguish between remuneration paid for the audit conducted in accordance with the Companies Act and remuneration paid for the audit conducted in accordance with the Financial Instruments and Exchange Act. Accordingly, the amount above is the aggregate amount.
2. The board of company auditors, based upon the “Practical Guidelines for Cooperation with Financial Auditors” released by the Japan Audit & Supervisory Board Members Association, conducts confirmation of the auditing plans of the financial auditor, the status of execution of audit, the grounds for calculation of remuneration estimates and other matters, and having investigated these, gives consent to remuneration, etc. for the financial auditor in accordance with Article 399, paragraph (1) of the Companies Act.

3) Details of limited liability agreement

Not applicable.

4) Policy for determining of the dismissal or non-reappointment of financial auditor

In the event that there is an obstacle to the execution of duties by the financial auditor, or when otherwise deeming the action necessary, the board of company auditors will determine the content of an agenda to be proposed to the General Meeting of Shareholders regarding the dismissal or non-reappointment of the financial auditor. In addition, when any of the matters prescribed in the items in Article 340, paragraph (1) of the Companies Act are applicable to the financial auditor, the board of company auditors will dismiss the financial auditor with the unanimous consent of the company auditors.

### 3. Structure and policy of the Company

#### (1) Policy regarding the determination of dividends of surplus, etc.

Considering its consolidated earnings performance of each fiscal year, the strengthening of its financial position, the Group's business strategy going forward and other factors, the Company aims to achieve sustainable corporate value enhancement by appropriately and actively promoting business foundation strengthening and growth investments for high growth, while also pursuing continuous improvement in shareholder returns based on appropriate profit distribution in line with business expansion.

Regarding dividends of surplus, the minimum annual dividend per share will be ¥18. If 50% of the profit attributable to owners of parent per share exceeds this ¥18 minimum, a dividend will be paid based on 50% of the profit attributable to owners of parent per share. This approach prioritizes dividend consistency and stability while ensuring profit distribution remains within our distributable earnings.

We also intend to acquire own shares on an ongoing basis by comprehensively taking into account market conditions, opportunities to invest in businesses, capital efficiency, the level of share price, etc. and to implement such share repurchases in a flexible manner.

Retained earnings will be used for investments in high-growth and profitable business domains, as well as for investments to improve the efficiency and vitalization of existing businesses, and for educational investment to develop human resources.

Based on these policies, the Company has decided to pay a year-end dividend of ¥18.00 per share for the business year under review.

#### (2) Systems to ensure the properness of operations

##### 1) Systems to ensure the properness of operations of the corporate group comprised of the Company and its subsidiaries

(a) The corporate group comprised of the Company and its subsidiaries (hereinafter referred to as the "Group") is managed under a holding company structure in which the Company is a holding company and its subsidiaries are operating companies. By separating the managerial function from the function of executing its individual businesses, the Group shall work to facilitate the delegation of authority to its operating subsidiaries and strengthen the Company's function of monitoring the Group's businesses.

(b) The Company's function of managing the business of its operating subsidiaries shall be implemented effectively and efficiently based on the execution of its direct and indirect shareholders' rights and under the "Basic Agreement on Business Management Services for the Group" entered into with the operating subsidiaries.

(c) The Company shall establish principles, regulations, guidelines and others common to the Group to ensure efficient and proper execution of duties by the Group's directors, Group Executive Officers and employees (hereinafter referred to as "officers and employees").

(d) The Company shall clarify a system for reporting any situations concerning execution of duties by the Group's officers and employees such as the state of the business and financial results to the Company's board of directors or the Group Management Meeting. In cases where certain significant decisions are made, prior approval of the Company's board of directors or the Group Management Meeting shall be required.

(e) The Internal Audit Department of the Company shall provide assurance operations (auditing and guarantee function) and consulting operations (advisory and guidance function) from an independent and objective position to the Group, and examine and assess the status of ensuring the properness of operations of the entire Group.

##### 2) Systems to ensure compliance with laws and regulations and the Articles of Incorporation by directors and employees when executing their duties

(a) Officers and employees of the Group shall recognize compliance with laws and regulations and social ethics as being one of basic points for the Group to fulfill its corporate social responsibilities, improve corporate value and achieve sustainable growth, and practice the compliance through the Group's sustainability activities.

- (b) The Group's corporate philosophy and code of conduct shall call for compliance with laws and regulations and social ethics and adopt it as the Group's basic policy for the business operation.
  - (c) Directors and Group Executive Officers of the Group shall practice and encourage the compliance with laws and regulations and social ethics proactively.
  - (d) Directors and Group Executive Officers shall assign authorities for execution of duties appropriately and clearly and execute the duties in accordance with regulations including the regulations of the board of directors and the regulations of the Executive Officers.
  - (e) In the event that directors and Group Executive Officers find a violation of laws and regulations or other important facts regarding compliance, they shall report to the Company's board of directors or the Group Management Meeting without delay and take corrective measures.
  - (f) The Company shall conduct regular compliance training for the Group's officers and employees continuously and have the Internal Audit Department, which is directly under Group President and Chief Executive Officer, perform internal audits of the Group.
  - (g) In order to respond appropriately to reporting or consultation from the Group's officers and employees on organizational or individual violations of laws and regulations, detect and amend inappropriate actions and others early, and strengthen the compliance, the Company shall establish a whistleblower hotline with external lawyers being as the person who directly receives a report.
- 3) Systems for the storage and management of information regarding the execution of duties by directors
- (a) With regard to information security of the Group, the Company shall set the "Basic Policy on Information Security," develop internal regulations regarding information security in line with laws and regulations, and establish the "Security Management Office" to oversee and manage information security in an integrated and effective manner under the common policy as the Group.
  - (b) With regard to documents, forms and other records related to duties of the Group's officers and employees (including electromagnetic records), the Company shall develop internal regulations regarding document management in line with laws and regulations, and manage and store such documents in an integrated and effective manner under the common policy as the Group.
  - (c) With regard to personal information management of the Group, the Company shall establish "Privacy Policy," develop internal regulations regarding personal information security in line with laws and regulations, and manage such information in an integrated and effective manner under the common policy as the Group.
  - (d) With regard to documents, forms and other records related to duties of the Group's officers and employees (including electromagnetic records), the Company shall establish a system to ensure that directors and company auditors can have access to these records at any time.
  - (e) With regard to insider information on shares of listed companies, the Company shall establish the "Group Regulations on Prevention of Insider Trading," manage such information in an integrated and effective manner under the common policy as the Group, and communicate it to the division in charge of information disclosure appropriately.
  - (f) When storing and managing information through electromagnetic records, the Company shall strive to gather the up-to-date information on threats for electronic information to build the latest system for storage and management possible.
- 4) Regulations and other systems for managing the risk of loss
- (a) In order to recognize significant events that may affect the business management of the Group, identify, analyze and assess risks that may harm the development and growth of the business, and make responses to the risks such as risk aversion, mitigation, transfer and others, the Company shall establish the "Group Risk Management Regulations" and set up the "Group Risk Management Committee" as a body to oversee and manage such risks in an integrated and effective manner under the common policy as the Group.
  - (b) With regard to usual risk management of the Group, each operating subsidiary or division shall make a risk assessment and response to the risk, and the Group Risk Management Committee shall receive a report from the operating subsidiary or division and oversee the risk management of the Group.

- (c) In case of an emergency, the “Crisis Management Headquarters” with the Group President and Chief Executive Officer as its head shall oversee the risk management of the Group.
  - (d) Risk management policies of the entire Group as well as assessment of and responses to the risks related to strategic decision-making such as management strategy and merger and acquisition shall be treated as the exclusive prerogatives of the Company’s board of directors. In making these management decisions, the Company shall assess the risks appropriately.
  - (e) The Company shall establish a reporting system for any event or indication that may affect the Group significantly in cases where risks have become apparent, so that its board of directors can figure out such an event or indication in advance.
- 5) Systems to ensure the efficient execution of duties by directors
- (a) The Company’s board of directors shall make decisions on matters stipulated in laws and regulations and the Articles of Incorporation and the execution of important operations, and transfer its authority to Group Executive Officers with regard to the execution of other operations pursuant to the “regulations of the board of directors” and the “Resolution and Entrustment Criteria” to ensure swiftness and efficiency of the execution of duties.
  - (b) Multiple subsidiary groups that are part of the same chain of command in the Group shall be deemed as companies without board of directors in terms of institutional design under the Companies Act in order to promote the swiftness and efficiency of the decision-making process. Their information shall be consolidated by the Company’s board of directors or the management meeting of the core subsidiary to uniform the decision-making process.
  - (c) Directors and Group Executive Officers shall execute duties efficiently based on the Medium-Term Business Policies and goals and annual budget set by the Company’s board of directors, as well as report the progress of these policies and goals and budget to the Company’s board of directors or the Group Management Meeting and implement necessary improvement measures.
  - (d) In cases where subsidiaries make significant decisions, approval of the Company’s board of directors or the Group Management Meeting shall be required, and coordination shall be made for the efficient resource allocation avoiding overlaps of business activities and capital investments between the Company and subsidiaries or between subsidiaries.
- 6) Matters relating to employees that assist the company auditors upon the request of such company auditors, independence of the relevant employees from directors and effectiveness of directions given to such employees of the company auditors to be ensured
- (a) Employees that assist the company auditors shall be assigned at the request of company auditors.
  - (b) Employees that assist the company auditors shall not concurrently serve other duties and posts.
  - (c) Matters related to personnel evaluations, personnel transfers, disciplinary actions, etc. for employees that assist the company auditors shall be conducted separately from the other employees and determined with the consent of the company auditors.
- 7) Systems for enabling directors and employees to make reports to company auditors and systems for ensuring that the persons who made such reports shall not be treated disadvantageously on the grounds that they have submitted the said reports
- (a) Company auditors of the Company may attend the board of directors meetings of the Company, Group Management Meeting and other important meetings, and request explanations from officers and employees as necessary.
  - (b) In cases where company auditors request reports on operations or inspections of documents such as minutes, approval documents and accounting books, officers and employees of the Group shall respond to the request in a prompt and appropriate manner.
  - (c) In the event that officers and employees of the Group detect any facts or situations that may cause significant damage to the companies, such officers and employees shall immediately report the matters to company auditors.

(d) The Company shall establish regulations for prohibiting removal from duty, discharge and any other disadvantageous treatment to officers and employees of the Group on the grounds that the officers and employees made a report to company auditors, and make the regulations well known.

(e) All of the internal audit reports conducted by the Internal Audit Department shall be reported to the board of company auditors.

8) Matters relating to policies on procedures for prepayment or reimbursement of expenses arising from the execution of duties by company auditors and processing of other expenses or obligations arising from the execution of duties by company auditors

Expenses that are considered necessary in the execution of duties of company auditors shall be budgeted in advance. In cases where company auditors request payment for reasonable expenses for the execution of their duties, the Company shall accept the request.

9) Systems for ensuring the effective functioning of audits by company auditors

(a) The Company shall ensure that it provides its company auditors with opportunities to sufficiently exchange opinions with the Group President and Chief Executive Officer, outside directors, financial auditor and internal auditors.

(b) The Company shall establish a system that allows its company auditors to perform audits equivalent to audits of the Company by the company auditors under individual agreements between the Company and its subsidiaries, in addition to investigations of subsidiaries under laws and regulations, so that the company auditors can audit the entire Group effectively and efficiently as needed.

(3) Overview of status of management of systems to ensure the properness of operations

1) Information on compliance and risk management

With regard to the status of compliance and risk management among the entire Group, the Company shall regularly hold the meeting of the Group Risk Management Committee and share the information relating to the correspondence status, etc.

Regular compliance training for officers and employees have been provided to raise the employee's awareness on compliance. In addition, the Company established the internal reporting system for the Group and informed all employees about it.

2) Information on the execution of duties by directors

The board of directors comprises seven directors, including four outside directors. In addition, four company auditors including three outside company auditors also attend the meetings of the board of directors. During the business year under review, the board of directors held meetings 14 times to ensure the execution of duties in compliance with laws and regulations and the Articles of Incorporation by means of the managerial decision-making through full and thorough discussions and other measures.

3) Information on the execution of duties by company auditors

The board of company auditors comprises four company auditors, including three outside company auditors. During the business year under review, the board of company auditors held meetings 14 times to mainly receive reports from full-time company auditor on the status of operations of the Company and exchange opinions mutually among company auditors.

In addition to that, company auditors shall provide supervision of execution of duties by directors by attending the important meetings including the meeting of the board of directors and Group Management Meeting, and regularly exchange information with the Group President and Chief Executive Officer, financial auditor and Internal Audit Department.

(Note) Figures in this Business Report are rounded to the nearest unit.

## Consolidated Financial Statements

### Consolidated Statement of Financial Position

			(Thousand yen)		
Account	35th term (As of December 31, 2025)	(Reference) 34th term (As of December 31, 2024)	Account	35th term (As of December 31, 2025)	(Reference) 34th term (As of December 31, 2024)
<b>Assets</b>			<b>Liabilities and Equity</b>		
<b>Current assets</b>			<b>Liabilities</b>		
Cash and cash equivalents	17,944,740	23,730,478	<b>Current liabilities</b>		
Trade receivables	23,700,898	20,721,228	Trade payables	20,736,312	18,870,184
Inventories	15,920	15,818	Other financial liabilities	5,461,983	4,631,603
Other financial assets	2,815,598	721,696	Income taxes payable	945,987	806,696
Other current assets	1,069,778	788,470	Other current liabilities	2,125,684	1,902,559
<b>Total current assets</b>	<b>45,546,934</b>	<b>45,977,690</b>	<b>Total current liabilities</b>	<b>29,269,965</b>	<b>26,211,042</b>
<b>Non-current assets</b>			<b>Non-current liabilities</b>		
Property, plant and equipment	373,577	331,425	Other financial liabilities	336,941	893,394
Right-of-use assets	846,407	1,418,157	Provisions	125,263	163,095
Goodwill	4,693,055	4,693,055	Deferred tax liabilities	28,569	415,069
Intangible assets	839,641	887,843	<b>Total non-current liabilities</b>	<b>490,772</b>	<b>1,471,557</b>
Investments accounted for using equity method	35,037,667	36,012,726	<b>Total liabilities</b>	<b>29,760,737</b>	<b>27,682,599</b>
Other financial assets	7,879,242	7,252,691	<b>Equity</b>		
Other non-current assets	7,790	10,449	Equity attributable to owners of parent		
Deferred tax assets	1,120,240	1,053,254	Share capital	18,430,174	18,430,174
<b>Total non-current assets</b>	<b>50,797,620</b>	<b>51,659,600</b>	Capital surplus	25,428,258	25,424,005
			Treasury shares	(1,396,624)	(1,396,624)
			Retained earnings	24,677,972	27,693,471
			Other components of equity	(590,810)	(270,747)
			<b>Total equity attributable to owners of parent</b>	<b>66,548,969</b>	<b>69,880,279</b>
			Non-controlling interests	34,847	74,413
			<b>Total equity</b>	<b>66,583,817</b>	<b>69,954,691</b>
<b>Total assets</b>	<b>96,344,554</b>	<b>97,637,290</b>	<b>Total liabilities and equity</b>	<b>96,344,554</b>	<b>97,637,290</b>

(Note) Figures are rounded to the nearest unit.

## Consolidated Statement of Profit or Loss

Account	(Thousand yen)	
	<b>35th term (From January 1, 2025 to December 31, 2025)</b>	(Reference) 34th term (From January 1, 2024 to December 31, 2024)
Continuing operations		
Revenue	30,308,899	28,284,209
Cost of sales	7,145,075	6,080,764
Gross profit	23,163,824	22,203,445
Selling, general and administrative expenses	18,833,116	19,096,000
Other income	66,708	55,013
Other expenses	158,879	33,198
Operating profit	4,238,536	3,129,260
Finance income	44,505	168,123
Finance costs	205,858	33,060
Share of profit of investments accounted for using equity method	1,598,970	1,465,487
Gain on change in equity	—	467,042
Impairment loss on investments accounted for using equity method	958,050	329,735
Profit before tax	4,718,103	4,867,117
Income tax expense	1,228,256	1,557,686
Profit from continuing operations	3,489,847	3,309,431
Discontinued operations		
Profit (loss) from discontinued operations	—	2,210,177
Profit	3,489,847	5,519,608
Profit attributable to:		
Owners of parent	3,491,390	5,525,805
Non-controlling interests	(1,543)	(6,197)
Total	3,489,847	5,519,608

(Note) Figures are rounded to the nearest unit.

**(Reference) Consolidated Statement of Comprehensive Income**

Account	(Thousand yen)	
	35th term (From January 1, 2025 to December 31, 2025)	34th term (From January 1, 2024 to December 31, 2024)
Profit	3,489,847	5,519,608
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Net changes in financial assets measured at fair value through other comprehensive income	(307,564)	(276,204)
Items that may be reclassified to profit or loss		
Exchange differences on translation of foreign operations	(16,187)	48,864
Share of other comprehensive income of investments accounted for using equity method	(423)	65,767
Total other comprehensive income, net of tax	(324,174)	(161,574)
Total comprehensive income	3,165,673	5,358,034
Comprehensive income attributable to:		
Owners of parent	3,167,215	5,364,231
Non-controlling interests	(1,543)	(6,197)
Comprehensive income	3,165,673	5,358,034

(Note) Figures are rounded to the nearest unit.

## Consolidated Statement of Changes in Equity

35th term (From January 1, 2025 to December 31, 2025)

(Thousand yen)

	Equity attributable to owners of parent						Non-controlling interests	Total equity
	Share capital	Capital surplus	Treasury shares	Retained earnings	Other components of equity	Total		
Balance at January 1, 2025	18,430,174	25,424,005	(1,396,624)	27,693,471	(270,747)	69,880,279	74,413	69,954,691
Profit	—	—	—	3,491,390	—	3,491,390	(1,543)	3,489,847
Other comprehensive income	—	—	—	—	(324,174)	(324,174)	—	(324,174)
Total comprehensive income	—	—	—	3,491,390	(324,174)	3,167,215	(1,543)	3,165,673
Dividends of surplus	—	—	—	(6,502,777)	—	(6,502,777)	—	(6,502,777)
Changes without loss of control of subsidiaries	—	4,252	—	—	—	4,252	(37,413)	(33,161)
Other	—	—	—	(4,111)	4,111	—	(609)	(609)
Total transactions with owners	—	4,252	—	(6,506,888)	4,111	(6,498,525)	(38,022)	(6,536,547)
Balance at December 31, 2025	18,430,174	25,428,258	(1,396,624)	24,677,972	(590,810)	66,548,969	34,847	66,583,817

(Reference) 34th term (From January 1, 2024 to December 31, 2024)

(Thousand yen)

	Equity attributable to owners of parent						Non-controlling interests	Total equity
	Share capital	Capital surplus	Treasury shares	Retained earnings	Other components of equity	Total		
Balance at January 1, 2024	18,428,004	25,426,993	(1,396,624)	23,185,222	(49,731)	65,593,864	110,925	65,704,788
Profit	—	—	—	5,525,805	—	5,525,805	(6,197)	5,519,608
Other comprehensive income	—	—	—	—	(161,574)	(161,574)	—	(161,574)
Total comprehensive income	—	—	—	5,525,805	(161,574)	5,364,231	(6,197)	5,358,034
Issuance of new shares	2,170	—	—	—	—	2,170	—	2,170
Dividends of surplus	—	—	—	(1,076,999)	—	(1,076,999)	—	(1,076,999)
Changes without loss of control of subsidiaries	—	(2,988)	—	—	—	(2,988)	9,730	6,743
Disposal of subsidiaries	—	—	—	—	—	—	(35,620)	(35,620)
Other	—	—	—	59,442	(59,442)	—	(4,426)	(4,426)
Total transactions with owners	2,170	(2,988)	—	(1,017,556)	(59,442)	(1,077,816)	(30,315)	(1,108,131)
Balance at December 31, 2024	18,430,174	25,424,005	(1,396,624)	27,693,471	(270,747)	69,880,279	74,413	69,954,691

(Note) Figures are rounded to the nearest unit.

## Non-consolidated Financial Statements

### Non-consolidated Balance Sheet

Account	35th term (As of December 31, 2025)	Account	35th term (As of December 31, 2025)
<b>Assets</b>		<b>Liabilities</b>	
Current assets	12,184,485	Current liabilities	4,699,106
Cash and deposits	6,684,900	Short-term borrowings	4,000,000
Accounts receivable - trade	368,119	Accounts payable - other	365,751
Securities	2,999,400	Accrued expenses	34,037
Supplies	1,356	Income taxes payable	103,378
Prepaid expenses	260,202	Deposits received	10,222
Accounts receivable - other	364,766	Provision for bonuses	71,799
Income taxes receivable	435,739	Other	113,917
Short-term loans receivable from subsidiaries and associates	900,000	<b>Total liabilities</b>	<b>4,699,106</b>
Current portion of long-term loans receivable from subsidiaries and associates	170,000	<b>Net Assets</b>	
Non-current assets	48,230,674	Shareholders' equity	55,683,873
Property, plant and equipment	242,380	Share capital	18,430,173
Buildings	88,679	Capital surplus	24,125,671
Tools, furniture and fixtures	153,701	Legal capital surplus	18,836,552
Intangible assets	487,331	Other capital surplus	5,289,119
Software	7,951	Retained earnings	14,524,652
Software in progress	478,752	Legal retained earnings	70,867
Other	627	Other retained earnings	14,453,785
Investments and other assets	47,500,962	General reserve	400,000
Investment securities	5,414,958	Retained earnings brought forward	14,053,785
Shares of subsidiaries and associates	40,411,184	Treasury shares	(1,396,623)
Leasehold and guarantee deposits	60,000	Valuation and translation adjustments	32,180
Long-term loans receivable from subsidiaries and associates	513,390	Valuation difference on available-for-sale securities	32,180
Deferred tax assets	83,958	<b>Total net assets</b>	<b>55,716,053</b>
Other	1,042,769	<b>Total liabilities and net assets</b>	<b>60,415,159</b>
Allowance for doubtful accounts	(25,298)		
<b>Total assets</b>	<b>60,415,159</b>		

(Note) Figures are rounded down to the nearest unit.

**Non-consolidated Statement of Income**

Account	<b>35th term (From January 1, 2025 to December 31, 2025)</b>
Operating revenue	4,802,400
Operating expenses	2,913,008
Operating profit	1,889,392
Non-operating income	2,030,517
Interest income	33,730
Dividend income	1,757,818
Gain on valuation of investment securities	237,046
Other	1,922
Non-operating expenses	378,078
Interest expenses	34,006
Loss on valuation of investment securities	321,074
Listing expenses	22,884
Other	112
Ordinary profit	3,541,830
Extraordinary income	189,307
Gain on sale of shares of subsidiaries and associates	1
Gain on sale of investment securities	89,563
Reversal of allowance for doubtful accounts for subsidiaries and associates	99,741
Extraordinary losses	449,629
Loss on valuation of investment securities	302,556
Loss on debt waiver of subsidiaries and associates	130,000
Other	17,073
Profit before income taxes	3,281,508
Income taxes - current	140,716
Income taxes - deferred	49,332
Profit	3,091,459

(Note) Figures are rounded down to the nearest unit.

## Non-consolidated Statement of Changes in Equity

35th term (From January 1, 2025 to December 31, 2025)

(Thousand yen)

	Shareholders' equity									Valuation and translation adjustments		Total net assets	
	Share capital	Capital surplus			Legal retained earnings	Retained earnings			Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities		Total valuation and translation adjustments
		Legal capital surplus	Other capital surplus	Total capital surplus		General reserve	Retained earnings brought forward	Total retained earnings					
Balance at beginning of period	18,430,173	18,836,552	5,289,119	24,125,671	70,867	400,000	17,520,419	17,991,286	(1,396,623)	59,150,507	47,816	47,816	59,198,323
Changes during period													
Dividends of surplus	—	—	—	—	—	—	(6,558,094)	(6,558,094)	—	(6,558,094)	—	—	(6,558,094)
Profit	—	—	—	—	—	—	3,091,459	3,091,459	—	3,091,459	—	—	3,091,459
Net changes in items other than shareholders' equity	—	—	—	—	—	—	—	—	—	—	(15,636)	(15,636)	(15,636)
Total changes during period	—	—	—	—	—	—	(3,466,634)	(3,466,634)	—	(3,466,634)	(15,636)	(15,636)	(3,482,270)
Balance at end of period	18,430,173	18,836,552	5,289,119	24,125,671	70,867	400,000	14,053,785	14,524,652	(1,396,623)	55,683,873	32,180	32,180	55,716,053

(Note) Figures are rounded down to the nearest unit.

## Audit Report

With respect to the directors' performance of their duties during the 35th business year from January 1, 2025 to December 31, 2025, the board of company auditors has prepared this audit report after deliberations based on the audit reports prepared by each of the company auditors, and hereby reports as follows:

### **1. Method and Contents of Audit by the Company Auditors and the Board of Company Auditors**

- (1) The board of company auditors has established the audit policies, allocation of duties, etc. and received a report from each of the company auditors regarding the status of implementation of their audits and results thereof. In addition, the board of company auditors has received reports from the directors, etc., and the financial auditor regarding the status of performance of their duties, and requested explanations as necessary.
- (2) In conformity with the audit regulations for company auditors established by the board of company auditors, and in accordance with the audit policies and allocation of duties, etc., and while utilizing the Internet and other means, each of the company auditors endeavored to facilitate a mutual understanding with the directors, the Internal Audit Division and other employees, etc., endeavored to collect information, maintain and improve the audit environment, and conducted the audits based on the methods described below.
  - 1) Each of the company auditors has attended the meetings of the board of directors and other important meetings, received reports on the status of performance of duties from the directors and employees, etc., and requested explanations as necessary, examined important approval/decision documents, and inspected the status of the corporate affairs and assets. Also, with respect to the subsidiaries, each of the company auditors endeavored to facilitate a mutual understanding and exchanged information with the directors, etc. of each subsidiary and received from subsidiaries reports on their respective business as necessary.
  - 2) Each of the company auditors monitored and inspected the contents of the board of directors' resolutions regarding the development and maintenance of the systems to ensure compliance with laws and regulations and the Articles of Incorporation by directors when executing their duties stated in the Business Report and other systems that are set forth in Article 100, paragraphs (1) and (3) of the Regulation for Enforcement of the Companies Act as being necessary for ensuring the appropriateness of the corporate affairs of the corporate group comprised of a stock company and its subsidiaries, and the status of the establishment and operation of the systems (internal control systems) based on such resolutions. With respect to the internal control related to the financial report, the board of company auditors received reports regarding the assessment and status of their audits from the directors, etc. and KPMG AZSA LLC, and also requested explanations when necessary.
  - 3) Each of the company auditors monitored and verified whether the financial auditor maintained its independence and properly conducted its audit, received a report from the financial auditor on the status of its performance of duties, and requested explanations as necessary. Each of the company auditors was notified by the financial auditor that it had established a "system to ensure that the duties are performed appropriately" (the matters listed in the items of Article 131 of the Regulation on Corporate Accounting) in accordance with the "Quality Management Standards Regarding Audits" (Business Accounting Council), and requested explanations as necessary.

Based on the above-described methods, each of the company auditors examined the Business Report and the supplementary schedules, 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) and the supplementary schedules thereof, as well as the Consolidated Financial Statements (Consolidated Statement of Financial Position, Consolidated Statement of Profit or Loss, Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements, all prepared by omitting some disclosure items required under IFRS as provided for by Article 120, the latter part of paragraph (1) of the Regulation on Corporate Accounting), for the business year under review.

**2. Results of Audit**

(1) Results of audit of Business Report, etc.

- 1) We acknowledge that the Business Report and the supplementary schedules thereof fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
- 2) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the Articles of Incorporation of the Company was found with respect to the directors' performance of their duties.
- 3) We acknowledge that the board of directors' resolutions with respect to the internal control systems are appropriate. We did not find any material matter to be mentioned with respect to the content of the Business Report or the directors' performance of their duties concerning the internal control systems, including the internal control related to the financial report.

(2) Results of audit of Non-consolidated Financial Statements and their Supplementary Schedules

We acknowledge that the methods and results of audit performed by the financial auditor, KPMG AZSA LLC, are appropriate.

(3) Results of audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the financial auditor, KPMG AZSA LLC, are appropriate.

February 24, 2026

Board of Company Auditors  
SEPTENI HOLDINGS CO., LTD.

Full-time Company Auditor	Tadahiro Mouri
Company Auditor	Mamoru Furushima
Company Auditor	Takeshi Okuyama
Company Auditor	Hideo Hatano

(Note)

Full-time company auditor Tadahiro Mouri, company auditor Mamoru Furushima and company auditor Takeshi Okuyama are outside company auditors, as set forth in Article 2, item 16, and Article 335, paragraph (3) of the Companies Act.

**(Reference) Sustainability of the Septeni Group**

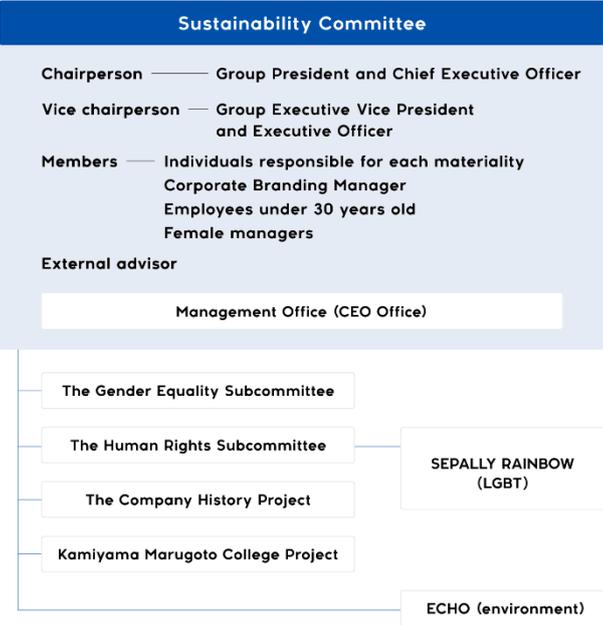
**1. Sustainability Promotion Structure**

In January 2022, the Group reorganized the CSR Committee and established the Sustainability Committee. As a voluntary advisory body supporting the Board of Directors’ decision-making, the Committee promotes activities aimed at the Group’s sustainable growth, the enhancement of corporate value, and the realization of a sustainable society.

The Sustainability Committee holds regular meetings once every three months to actively discuss and review sustainability initiatives, the establishment of sustainability-related KPIs, and the disclosure of non-financial information.

In fiscal 2025, we renamed the Subcommittee for Measures Against Discrimination and Harassment to the Human Rights Subcommittee, positioning it as a body to advance appropriate responses to human rights risks. In addition, to articulate and visualize the DNA that serves as the source of the Group’s growth and to pass on a resilient and sustainable organizational culture to the next generation, we established the Company History Project under the Sustainability Committee and proceeded with the production of the SEPTENI STORY (our corporate history).

**Sustainability Committee Organizational Chart**



Materiality	Subcategory of Materiality	Key KPIs and Targets
<ul style="list-style-type: none"> <li>• Enhancement of Corporate Value by Empowering People Who Create a New Era</li> <li>• Realization of a “Nameraka” Society Through Creativity and Technology</li> </ul>	<ul style="list-style-type: none"> <li>• Human resource development with reproducibility through digital HR</li> <li>• Diversity, Equity &amp; Inclusion (DEI)</li> <li>• Democratization of entrepreneurship</li> <li>• Respect for Human Rights</li> <li>• Value creation leading to a “nameraka” society</li> </ul>	<ul style="list-style-type: none"> <li>• 30% ratio of female managers by 2030</li> <li>• appropriate responses to human rights risks</li> </ul>
<ul style="list-style-type: none"> <li>• Response to Climate Change</li> </ul>	<ul style="list-style-type: none"> <li>• Reduction of GHG emissions and disclosure of information in accordance with TCFD recommendations</li> </ul>	<ul style="list-style-type: none"> <li>• 70% reduction in Scope 1 and 2 emissions by 2030</li> </ul>
<ul style="list-style-type: none"> <li>• Building an Advanced Governance System to Support Discontinuous Growth</li> </ul>	<ul style="list-style-type: none"> <li>• Efforts for discontinuous growth</li> <li>• Efforts for risk reduction</li> </ul>	<ul style="list-style-type: none"> <li>• Improving management indicators through business portfolio management</li> <li>• Implementation of appropriate risk management and thorough compliance</li> <li>• Continuous implementation of executive sessions</li> <li>• Continuous implementation of effectiveness evaluations</li> </ul>

## 2. Sustainability Topics

### ◆ Human Rights Subcommittee

#### Implementation of Human Rights Due Diligence

As we pursue the realization of our mission, the Group recognizes respect for human rights as a critical social responsibility and is actively advancing initiatives to uphold human rights. In fiscal 2024, we formulated our Human Rights Policy and, following a resolution of the board of directors, publicly disclosed it. In fiscal 2025, we conducted human rights due diligence in line with international guidelines and identified and assessed human rights risks across the entire Group and throughout our supply chain.

For the issues identified, we will implement specific corrective and preventive measures.

We will continue to promote initiatives that respect human rights, striving to create an environment in which everyone can feel secure and perform to their fullest potential while being true to themselves.

■ Notice regarding the Company's website

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and the items after the revisions will be posted on each website that the relevant documents are listed.
- If there are any significant changes to the operation method of this General Meeting of Shareholders, we will provide new instructions on the Company's website.
- The results of resolutions of this General Meeting of Shareholders will be posted on the Company's website.  
The Company's website: <https://www.septeni-holdings.co.jp/ir/stock/shareholders/index.html> (in Japanese)

■ Notice regarding electronic provision of informational materials for the general meeting of shareholders

Please note that the Company sends general shareholder meeting materials by mail to only those who had requested to receive paper-based documents as of December 31, 2025. For those who wish to receive materials for a general meeting of shareholders by mail for the next or future ordinary general meetings of shareholders, please request that to the securities company that acts as your broker or Mitsubishi UFJ Trust and Banking Corporation. As it can take as long as three weeks or longer to fully process such requests, please allow suitable time for processing when making such requests.