

Annual Securities Report

(“Yukashoken-Hokokusho”)
Fiscal Year Ended September 30, 2025

M&A Capital Partners Co., Ltd.



This document is extracted and translated from the Japanese original report (Yukashoken-Hokokusho) issued on December 24, 2025, for reference purposes only. If there is any discrepancy between this translated document and the Japanese version, the Japanese version shall prevail.

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| Cover page | |
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| Place of filing | Director-General of the Kanto Local Finance Bureau |
| Filing date | December 24, 2025 |
| Business year | 20th term (From October 1, 2024 to September 30, 2025) |
| Company name | M&A Capital Partners Co., Ltd. |
| English name | M&A Capital Partners Co., Ltd. |
| Name and title of representative | Satoru Nakamura, President and Representative Director |
| Head office location | 2-2-1 Yaesu, Chuo-ku, Tokyo |
| Telephone number | 03-6770-4300 (Main line) |
| Contact | So Shimoda, Director and Manager of Planning & Management Department |
| Nearest contact location | 2-2-1 Yaesu, Chuo-ku, Tokyo |
| Telephone number | 03-6770-4304 (Direct line) |
| Name of office correspondent | So Shimoda, Director and Manager of Planning and Management Department |
| Places where this document is available for public inspection | Tokyo Stock Exchange, Inc.(TSE) (2-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo) |

Part I: Corporate Information

I. Overview of MACP

1. Changes in Key Management Indicators, etc.

(1) Consolidated management indicators, etc.

| (Thousands of yen unless otherwise stated) | | | |
|---|--|-------------|--------------|
| Fiscal year | International Financial Reporting Standards (IFRS) | | |
| | (Transition date) | 19th | 20th |
| Year ended September 30, | (October 1, 2023) | 2024 | 2025 |
| Revenue | – | 19,166,533 | 22,448,727 |
| Profit before income taxes | – | 6,473,830 | 7,202,047 |
| Profit attributable to owners of the parent | – | 4,511,032 | 5,070,542 |
| Comprehensive income attributable to owners of the parent | – | 4,679,841 | 4,275,491 |
| Equity attributable to owners of the parent | 36,627,070 | 40,018,360 | 43,283,611 |
| Total assets | 49,526,963 | 51,791,477 | 55,773,891 |
| Equity attributable to owners of the parent per share (¥) | 1,153.30 | 1,260.08 | 1,362.90 |
| Basic earnings per share (¥) | – | 142.04 | 159.66 |
| Diluted earnings per share (¥) | – | 140.08 | 157.16 |
| Equity ratio (%) | 74.0 | 77.3 | 77.6 |
| Return on equity (%) | – | 11.8 | 12.2 |
| Price-to-earnings ratio (times) | – | 16.2 | 20.1 |
| Cash flow from operating activities | – | 4,903,960 | 9,531,280 |
| Cash flow from investing activities | – | (2,680,830) | (26,102,477) |
| Cash flow from financing activities | – | (2,329,844) | (2,331,694) |
| Ending balance of cash and cash equivalents | 35,255,168 | 35,146,881 | 16,243,092 |
| Number of employees (persons) | 270 | 313 | 364 |

Note: From the 20th fiscal year onward, the Company has prepared its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS").

| (Thousands of yen unless otherwise stated) | | | | | |
|---|------------|------------|-------------|-------------|--------------|
| Japanese GAAP | | | | | |
| Fiscal year | 16th | 17th | 18th | 19th | 20th |
| Year ended September 30, | 2021 | 2022 | 2023 | 2024 | 2025 |
| Revenue | 15,161,059 | 20,706,403 | 20,851,370 | 19,166,533 | 22,449,092 |
| Ordinary income | 6,588,025 | 9,766,176 | 7,470,851 | 6,380,639 | 7,870,694 |
| Profit attributable to owners of the parent | 4,311,810 | 6,794,777 | 4,225,876 | 4,464,468 | 5,514,937 |
| Comprehensive income | 4,311,929 | 6,799,858 | 4,226,022 | 4,625,636 | 4,716,255 |
| Net assets | 25,841,908 | 32,598,659 | 37,161,255 | 40,409,755 | 43,932,666 |
| Total assets | 30,796,638 | 39,913,638 | 43,901,960 | 47,139,913 | 51,926,723 |
| Net assets per share (¥) | 804.92 | 1,018.67 | 1,152.19 | 1,257.84 | 1,366.34 |
| Basic earnings per share (¥) | 136.65 | 214.21 | 133.17 | 140.58 | 173.65 |
| Diluted earnings per share (¥) | 132.25 | 208.93 | 130.40 | 138.64 | 170.94 |
| Equity ratio (%) | 82.9 | 81.0 | 83.3 | 84.7 | 83.6 |
| Return on equity (%) | 18.8 | 23.5 | 12.3 | 11.7 | 13.2 |
| Price-to-earnings ratio (times) | 45.4 | 17.3 | 20.1 | 16.4 | 18.5 |
| Cash flow from operating activities | 6,014,997 | 8,505,084 | 4,741,494 | 3,844,291 | 8,342,742 |
| Cash flow from investing activities | (913,972) | (91,981) | (1,323,032) | (2,680,830) | (26,102,477) |
| Cash flow from financing activities | 798,237 | (12,384) | 168,203 | (1,270,175) | (1,143,155) |
| Ending balance of cash and cash equivalents | 23,261,477 | 31,668,284 | 35,255,168 | 35,146,881 | 16,243,092 |
| Number of employees (persons) | 222 | 229 | 270 | 313 | 364 |

- Notes: 1. Figures for the 20th fiscal year have not been audited under the provisions of Article 193.2, Paragraph 1 of the Financial Instruments and Exchange Act.
2. The Accounting Standard for Revenue Recognition (ASBJ Statement No. 29, issued on March 31, 2020), together with other relevant pronouncements, has been adopted from the beginning of the 17th fiscal year, and the key management indicators for the 17th fiscal year onward reflect the application of these pronouncements.
3. The Accounting Standard for Current Income Taxes (ASBJ Statement No. 27, revised on October 28, 2022; hereinafter the "2022 Revised Accounting Standard"), together with other relevant pronouncements, has been applied from the beginning of the 20th fiscal year. Consequently, the figures for the 19th fiscal year have been restated to reflect the retrospective application of these pronouncements. In applying the 2022 Revised Accounting Standard, the transitional treatment prescribed in the proviso to paragraph 20-3 has been complied with. Likewise, in applying the Guidance on the Application of Accounting Standards for Tax Effect Accounting (ASBJ Guidance No. 28, revised on October 28, 2022), the transitional treatment prescribed in the proviso to paragraph 65-2 (2) has been complied with. These changes in accounting policies have no effect on the consolidated financial statements.

(2) Non-consolidated management indicators

| (Thousands of yen unless otherwise stated) | | | | | |
|--|------------|------------|------------|------------|------------|
| Fiscal year | 16th | 17th | 18th | 19th | 20th |
| Year ended September 30, | 2021 | 2022 | 2023 | 2024 | 2025 |
| Revenue | 13,833,234 | 17,810,226 | 19,666,875 | 17,273,518 | 20,685,940 |
| Ordinary profit | 6,889,437 | 9,076,518 | 8,227,266 | 6,503,184 | 8,133,086 |
| Net income | 4,661,870 | 6,134,829 | 5,348,287 | 4,600,331 | 5,096,849 |
| Share capital | 2,884,626 | 2,893,644 | 2,916,189 | 2,916,189 | 2,916,189 |
| Total number of shares issued | 31,717,000 | 31,729,000 | 31,759,000 | 31,759,000 | 31,759,000 |
| Net assets | 26,042,125 | 32,160,378 | 37,845,239 | 41,231,247 | 44,337,041 |
| Total assets | 30,510,107 | 38,215,012 | 44,121,893 | 47,253,432 | 51,697,516 |
| Net assets per share (¥) | 811.24 | 1,004.85 | 1,173.73 | 1,283.71 | 1,379.07 |
| Dividend per share (¥) | – | – | 40.0 | 40.0 | 52.1 |
| (of which interim dividend per share) (¥) | (–) | (–) | (–) | (–) | (–) |
| Basic earnings per share (¥) | 147.74 | 193.40 | 168.54 | 144.85 | 160.49 |
| Diluted earnings per share (¥) | 142.98 | 188.64 | 165.03 | 142.86 | 157.98 |
| Equity ratio (%) | 84.3 | 83.4 | 84.5 | 86.3 | 84.7 |
| Return on equity (ROE) (%) | 20.3 | 21.3 | 15.5 | 11.8 | 12.0 |
| Price-to-earnings ratio (times) | 42.0 | 19.2 | 15.9 | 15.9 | 20.0 |
| Dividend payout ratio (%) | – | – | 23.7 | 27.6 | 32.5 |
| Number of employees (persons) | 150 | 159 | 206 | 244 | 296 |
| Total shareholder return (%) | 126.3 | 75.6 | 55.4 | 48.6 | 68.0 |
| (Benchmark: TOPIX) (%) | (124.9) | (112.9) | (142.9) | (162.8) | (193.0) |
| Highest stock price (¥) | 6,610 | 6,820 | 5,410 | 2,783 | 3,270 |
| Lowest stock price (¥) | 4,290 | 2,950 | 2,494 | 1,732 | 2,187 |

- Notes: 1. The amounts of dividend per share and the dividend payout ratios for the 16th and 17th fiscal years are not presented, as no profit distribution was made.
2. The highest and lowest share prices are based on prices on the Tokyo Stock Exchange Prime Market from April 4, 2022, and on prices on the Tokyo Stock Exchange First Section prior to that date.
3. The Accounting Standard for Revenue Recognition (ASBJ Statement No. 29, issued on March 31, 2020), together with other relevant pronouncements, has been applied from the beginning of the 17th fiscal year, and the key management indicators for the 17th fiscal year onward reflect the application of these pronouncements.
4. The dividend per share of ¥52.10 for the fiscal year ended September 30, 2025 is subject to approval at the Annual General Meeting of Shareholders scheduled to be held on December 25, 2025.

2. History

| Month and year | Event |
|----------------|---|
| October 2005 | M&A Capital Partners Co., Ltd. was established with the business objective of M&A intermediary services in Nishi-Shinjuku, Shinjuku-ku, Tokyo, with a share capital of ¥3,000 thousand. |
| March 2006 | Relocated headquarters to Nishi-Shinjuku 1-chome, Shinjuku-ku, Tokyo. |
| February 2007 | Relocated headquarters to Kojimachi 3-chome, Chiyoda-ku, Tokyo. |
| November 2013 | New listing on the Tokyo Stock Exchange Mothers |
| March 2014 | Relocated the head office to 1-chome, Marunouchi, Chiyoda-ku, Tokyo. |
| December 2014 | Designated as a First Section Stock of the Tokyo Stock Exchange. |
| October 2016 | Acquired all issued shares of RECOF Corporation (currently a consolidated subsidiary) and RECOF Data Corporation (currently a consolidated subsidiary). |
| April 2022 | Due to the Tokyo Stock Exchange's revision of market classifications, MACP transitioned from the First Section to the Prime Market of the Tokyo Stock Exchange. |
| December 2022 | The head office was relocated to Yaesu 2-Chome, Chuo-ku, Tokyo. |

3. Description of the Business

The MACP Group comprises M&A Capital Partners Co., Ltd. (MACP) and five consolidated subsidiaries, namely RECOF Corporation, RECOF Data Corporation, and three other entities, totaling six companies. MACP group primarily engages in providing M&A-related services (including intermediation, advisory, database offerings, and media operations). While focusing on domestic M&A transactions, we support a broad range of M&A endeavors, extending from tender offer (TOB) and carve-out deals of listed companies to cross-border M&A.

In Japan, where the lack of successors for mid-sized and small enterprises is widely recognized as a social issue, we acknowledge that facilitating business succession through M&A-related services, creating synergies, and supporting further growth and development are essential missions that also carry social responsibility.

To dedicate MACP Group to the growth and development of clients through mergers and acquisitions, each company within MACP Group offers the following services.

Furthermore, MACP Group operates within a single business segment, specifically the M&A-related services business.

(1) M&A Capital Partners Co., Ltd. (M&A brokerage and advisory services)

MACP primarily offers M&A intermediary services focused on unlisted, owner-operated companies in the domestic market, with an emphasis on business succession needs and ownership transfers that enhance corporate value. In recent years, MACP has shown a strong track record of successful transactions, including large-scale deals among unlisted companies. It has developed an advanced advisory team capable of handling complex transactions, resulting in a stable, ongoing inflow of large-scale deal mandates, with expectations for an increase in high-value transactions.

We are also broadening our service offerings by establishing a dedicated department specializing in FA projects, including TOBs for listed companies and subsidiary carve-outs. We will continue to utilize a highly favorable fee structure, extensive expertise, and a well-organized team-structure to provide high-quality advisory services, fostering growth in our business operations.

(2) RECOF Corporation (M&A brokerage and advisory services)

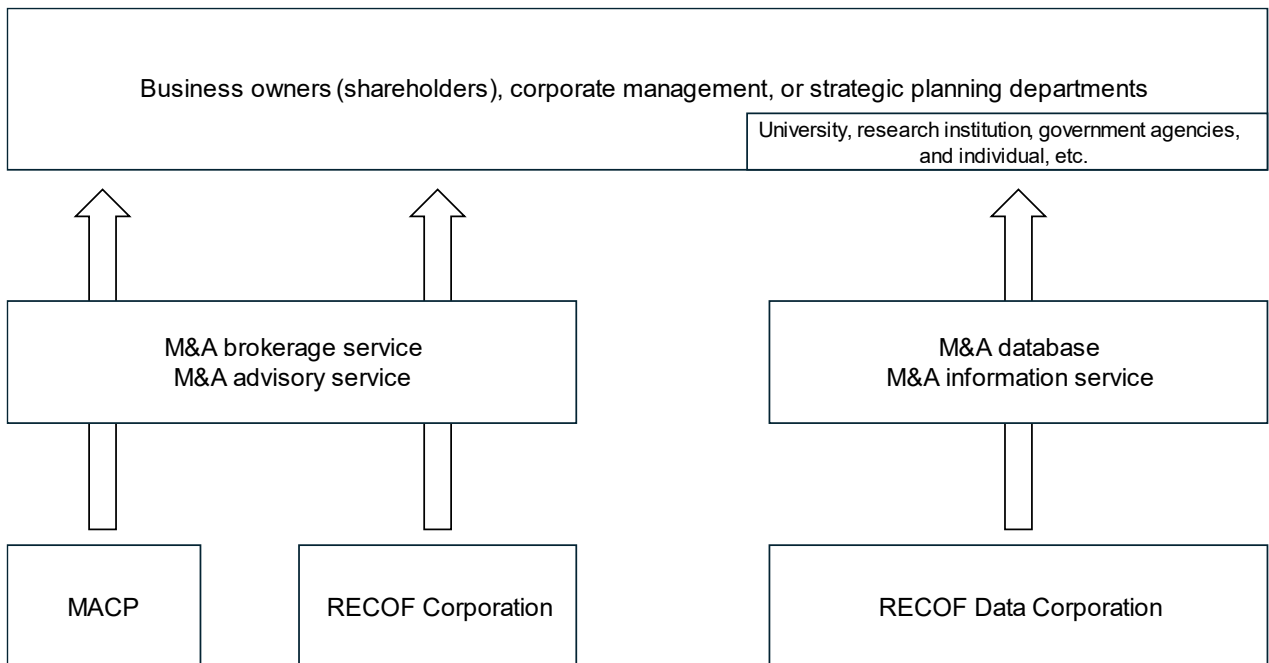
Drawing on over 30 years of business experience, RECOF is extensively developing advisory services for a wide range of transaction types that include M&A deals for small and medium-sized enterprises, mergers between large industry players, the organizational restructuring of listed companies, tender offers (TOB), and management buyouts (MBO) that require advanced support. In recent years, RECOF has focused on revitalizing its organization by actively hiring young consultants, leading its growth in its M&A brokerage service for business succession. RECOF continues to engage vigorously in proposal activities, thereby increasing the number of active deals.

(3) RECOF Data Corporation (Provision of M&A databases, media management, and other business operations)

RECOF Data has maintained a database of M&A deals since 1985 and provided a database, MARR Pro, which widely covers M&A transactions involving unlisted companies, to a diverse range of users, including business corporations that regularly consider M&A opportunities, peer financial institutions, M&A boutique firms, government authorities, and educational institutions. Additionally, through the self-published M&A specialized industry magazine 'MARR', RECOF Data actively disseminates the latest M&A news, aiming to stimulate market activity. Furthermore, to develop professionals involved in M&A, RECOF Data operates a service for nurturing human resources through its "M&A Forum" business, by offering seminars and educational training programs, and M&A-related staffing through "MARR Carrer."

[Business Organization Chart]

The business organization chart of MACP Group is as follows.



4. Status of Affiliated Companies

| Company name | Address | Share capital (Thousand yen) | Main business activities | Percentage of voting rights owned (or owned by others) (%) | Nature of relationship |
|--------------------------------|----------------------|---------------------------------|--|--|------------------------------|
| (Consolidated Subsidiaries) | | | | | |
| RECOF Corporation | Chiyoda-ku, Tokyo | 100,000 | M&A brokerage and advisory services | 100 | Four concurrent officers |
| RECOF Data Corporation | Chiyoda-ku, Tokyo | 70,000 | Provision of M&A databases and media operations | 100 | Three concurrent officers |
| Three other companies | — | — | — | — | — |

Note: None of the above companies has filed a securities registration statement or an annual securities report.

5. Employee Status

(1) Status of consolidated companies

| As of September 30, 2025 | |
|---|-------------------------------|
| Department name | Number of employees (persons) |
| M&A consultant department | 267 |
| Administration and non-consultant departments | 97 |
| Total | 364 |

- Notes: 1. The number of employees refers to the headcount of full-time employees.
 2. As MACP Group operates as a single segment, it provides employee numbers by department.

(2) Status of the reporting company

| As of September 30, 2025 | | | |
|-------------------------------|---------------------|--------------------------------|--|
| Number of employees (Persons) | Average age (Years) | Average service period (Years) | Average annual remuneration (Thousand yen) |
| 296 | 32.4 | 3.30 | 22,658 |

| Department name | Number of employees (persons) |
|--|-------------------------------|
| M&A Consultant Department | 231 |
| Administration and Non-Consultant Department | 65 |
| Total | 296 |

- Notes: 1. The number of employees refers to the headcount of full-time employees.
 2. The average annual remuneration includes bonuses and non-standard wages.
 3. As MACP operates as a single segment, it documents the number of employees per business department.

(3) Status of labor unions

No labor union has been formed within MACP Group. However, labor-management relations remain stable.

(4) The proportion of female workers in managerial positions, the rate of male workers taking childcare leave, and the wage gap between male and female workers.

MACP and its consolidated subsidiaries are not subject to disclosure obligations concerning the "Act on the Promotion of Women's Active Engagement in Professional Life" (Act No. 64 of September 4, 2015) and the "Act on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members" (Act No. 76 of May 15, 1991), and therefore, those details are omitted.

II. Business Situation

1. Management Policy, Business Environment, and Challenges to be Addressed

MACP Group judges matters related to the future described herein as of the end of the applicable fiscal year.

(1) Management policy

MACP Group is working to expand its operations by establishing the following guidelines for medium- to long-term management.

- As one of the world's leading groups of professionals, we will continually pursue greater knowledge, higher levels of service, more cooperative teamwork, and new fields. Above all, with earnestness and passion that far exceed our competitors, we will strive to provide solutions and realize profits for our customers to meet their expectations.
- Through work at a broader and higher level, our employees will achieve personal growth, economic prosperity, and happy family lives. We understand that our business results and future depend on the success of our employees.
- We will continually move forward and expand to become not a small boutique, but an investment bank with the world's top brand, human resources, and capabilities. We will maintain thorough confidentiality, legal compliance, and capital strengthening to protect our credibility while ensuring high profitability to attract top human resources.

(2) Management strategies and target management indicators

In MACP group's key business of M&A brokerage and advisory services, since commission amounts for each project can vary greatly depending on the scale of entrusted transactions, rather than relying on metrics such as revenue, which can experience significant short-term fluctuations, MACP considers the transition of operating profit margin, which reflects the profitability of the business, as a certain basis for decision-making. Furthermore, MACP utilizes numerical indicators, such as the number of deals concluded and the number of consultants, as crucial metrics, and comprehensively takes all factors into account to formulate and implement business strategies and make informed management decisions.

(3) Management environment

The M&A market for domestic unlisted owner companies, including medium-sized and smaller enterprises, which are the primary targets of MACP Group, has seen an increase in new entrants from major financial institutions that traditionally focused on large enterprise M&A deals, as well as from various industries and peripheral sectors. This shift has led to intensified competition, and issues such as a decline in industry reputation have arisen due to the emergence of troubles from new entrants offering low-quality services. Such changes in the competitive environment contribute to market activation on one hand, and it is anticipated that the M&A market for small and medium-sized enterprises will expand. With the establishment of the "Small and Medium M&A Guidelines" by the Small and Medium Enterprise Agency, MACP Group expects to gain an advantage for its management, as it is equipped with extensive experience and expertise to provide appropriate advisory services.

(4) Priority issues to be addressed

A. Securing and Educating Talented Personnel, and Strengthening the Organizational Structure

MACP Group recognizes that the ability to develop and execute projects by talented personnel is crucially linked to the Group's earnings, given the nature of its business operations. Therefore, the increasing competition to acquire superior M&A talents among competitors, unexpected mass resignation of core members, or delays in stable hiring and education could potentially become significant barriers to achieving stable performance. Furthermore, the publication and subsequent revision of the Small and Medium M&A Guidelines—Toward Smooth Business Succession to Third Parties, formulated by the Small and Medium Enterprise Agency in March 2020, which also established service-level standards for the industry, indicate that a certain level of service quality is now expected. To address this, MACP is actively implementing performance evaluation-based incentive systems to attract exceptional talent, as well as incentive systems for long-term employee retention. Additionally, the introduction of personnel assessments and the development of a unique educational and training system for facilitating rapid upskilling and capability enhancement of consultants. We have established a system that conducts monthly knowledge tests that include the guidelines and related content, fostering the development of highly skilled consultants with strong operational expertise. This initiative also helps differentiate the quality of our services.

Additionally, by converting customer needs and internal knowledge into a database, MACP continues to strengthen its internal infrastructure, thereby improving the quality and efficiency of its consulting services. This initiative contributes to the provision of high-quality service and fosters a conducive work environment for employees.

In alignment with MACP Group's fundamental policy for its mid-term management plan and staffing strategy, MACP Group will continue to intensify recruitment activities while striving to strengthen and enhance its organizational structure to attract top talent and achieve a high retention rate.

B. Expansion of market share in the business succession field and an increase in new entries

In recent years, against the backdrop of business succession issues garnering attention as a social challenge, it is anticipated that there is a significant latent demand in the M&A market for small and medium-sized enterprises. This market is further expected to expand, supported by initiatives from government agencies such as the Small and Medium Enterprise Agency. Given the magnitude of this market, there has also been an increase in new entrants from various industries and the involvement of major financial institutions.

In anticipation of increasing competition, MACP's experience is built upon a substantial track record of transactions and the accumulated knowledge within M&A advisory services for medium and small enterprises, which are significant strengths of MACP. We have built a strong brand reinforced by our advisory quality and proven results, which have enabled us to accumulate extensive experience in large deals—experience that has become a key differentiator for us.

Utilizing the extensive examples and insights accumulated to date, MACP will promote consultant education and the sharing of internal knowledge, striving to further enhance the level of services provided. MACP is committed to expanding its market share by leveraging its core strengths.

C. Revenue structure of RECOF Corporation

Since its founding in 1987, RECOF Corporation has provided a wide range of services to meet various needs, from mergers and acquisitions (M&A) for small and medium-sized enterprises to those requiring advanced advisory capabilities predominantly for large corporations. On the other hand, compared with MACP, its revenue structure is significantly affected by the success or failure of large deals due to the smaller number of contracts it secures. RECOF recorded consecutive operating loss for the fiscal year ended September 30, 2025, resulting in impairment losses on right-of-use assets, etc. We recognize the need to restore their profitability by the fiscal year ending September 30 2026.

To stabilize revenue and further expand its performance, RECOF has actively recruited young talent to revitalize the organization and has shared expertise with MACP on business succession cases, aiming to increase deal closings in the business succession market. These efforts have already produced tangible results. Furthermore, RECOF has been working to generate deals by leveraging its unique customer network and financial advisory capabilities. RECOF will strive to increase the number of deals by thoroughly implementing KPI management across the organization and by leveraging MACP's know-how in managing sales-related KPIs, while also actively pursuing proposal-based sales activities to drive business recovery.

2. Approach and Initiative on Sustainability

MACP Group has established as its basic policy: "Through the M&A advisory business, address business succession issues faced by mid-sized and small enterprises that underpin the Japanese economy, thereby serving as an infrastructure that enhances the overall sustainability of Japanese society." Through business activities, MACP Group aims to support the sustainable growth of the Japanese economy and address various ESG issues. In collaboration with all stakeholders, including customers, shareholders, and employees, MACP Group is committed to fostering sustainable economic growth. The Board of Directors established the basic ESG policy in November 2021, and it has been in effect since then.

The forward-looking statements in this document are based on judgments made by MACP group as of September 30, 2025.

Governance

The Board of Directors oversees MACP Group's sustainability initiatives. Within the Board, directors responsible for business execution report on their progress, with President and Representative Director acting as chairperson, who leads discussions, reviews, and recommendations related to specific activities and policies on sustainability. Outside directors offer input as needed on reports about sustainability initiatives, allowing the entire Board to monitor and manage risks and opportunities, which are reviewed regularly. Details about corporate governance are available in "IV. Information of Reporting Company 4. Status of Corporate Governance, etc."

Strategy

By securing exceptional human resources and providing ongoing education, MACP Group delivers high-quality M&A advisory services, supporting regional communities and ultimately the Japanese economy by addressing business succession challenges. Our Group's policy on developing human resources, including recruiting and retaining talented personnel, is as follows.

Policy and strategy regarding human resource development and internal environment improvement

MACP Group recognizes that achieving continuous growth and development, creating employment opportunities, and fostering synergies through addressing business succession issues contribute to the regional community and ultimately support the growth of the Japanese economy, making it a vital sustainability mission for MACP Group. The potential market for business succession M&A is estimated to exceed 260,000 companies, and acquiring, nurturing, and retaining exceptional talent is essential to fulfilling our mission.

Recognition of mergers and acquisitions (M&A) among small and medium-sized enterprises (SMEs) in Japan continues to grow as a solution to business succession challenges. The SME M&A Guidelines, established by the Small and Medium Enterprise Agency, were first published in March 2020. In August 2024, the third edition was released, reflecting ongoing updates. In addition, Mission, Code of Ethics and Conduct, and Knowledge & Skill Map for SME M&A Professionals (Individuals) was published in April 2025. These developments emphasize the increasing importance of following standards and the need for personnel capable of delivering high-quality services.

For MACP and RECOF, which focus on core business in M&A advisory services involved in business succession, continuous recruitment of consultants and employee retention are essential for highly productive organizational operations. Furthermore, MACP Group recognizes that a work environment where employees can fully utilize their individual abilities is vital.

For this purpose, we implement regular in-house study and training sessions, along with a personnel system that incorporates a highly effective evaluation process. The aim is to boost motivation, skills, and integrity, thereby contributing to society through work and increasing productivity. Additionally, we will continue actively recruiting mid-career professionals and hiring individuals from diverse backgrounds to further enhance our diversity. We also strive to maintain and improve a rewarding work environment to ensure employee retention.

Risk management

As part of MACP Group's sustainability risk management, as mentioned earlier, we will conduct ongoing deliberations and supervision at the Board of Directors meetings based on monitoring results, addressing and implementing risks and opportunities, including aspects of acquiring and developing talented personnel and maintaining high-quality advisory services. Additionally, through the monthly management committee attended by directors responsible for business execution, we regularly monitor the status of business activities, identify priority issues and sustainability-related risks and opportunities as they arise, and manage them to reflect in our business strategy. Furthermore, based on these activities, we periodically review our risks and opportunities.

Indicators and targets

Our company has set a target to continuously increase the number of consultant employees by 25% each year.

At the principal subsidiary, RECOF, the goal is to increase the number of consultant employees by 15% annually.

Content of indicators related to policies on human resource development and improving the internal

environment, as well as targets and results using such indicators, targets, and indicators

The consultant growth target for MACP and RECOF is based on the net increase, which includes new hires and departures.

In the last fiscal year, MACP saw a 23.5% rise in the number of consultants, while RECOF experienced no change (0.0%). RECOF, which fell short of its target, will strengthen recruitment efforts—including sharing hiring expertise and related know-how across MACP Group—and will continue working toward meeting the above targets to ensure steady net growth in consultant numbers.

3. Business Risks

The main risks that management recognizes as potentially significantly impacting the consolidated company's financial health, business performance, and cash flow, among the matters related to business and accounting status described in the Securities Report, are outlined as follows.

Please note that the matters related to the future mentioned in this document reflect the judgment of MACP Group as of the end of the fiscal year under review, and the potential risks and uncertainties are not limited to these.

(1) Matters relating to competition

In MACP Group's M&A brokerage and advisory business, there are no licensing restrictions. Since the barriers to entry are low, we believe a rise in new market entrants could increase competition risks.

As a result, an increase in competitors and improvements in their service quality may lead to market revitalization and enhance MACP Group's competitive advantage, given its extensive know-how. However, intensified competition could also result in a struggle for customers, potentially affecting MACP Group's performance.

In the domestic M&A market and the business succession market, which focus on small and medium-sized enterprises where our group mainly operates, there are many competitors, from financial institutions to small business operators. However, we believe that the extensive experience, track record, internal know-how, and education system that our group has built cannot be easily copied.

In recent years, MACP Group has shown a strong track record of successful transactions, including large-scale deals among unlisted companies, resulting in a stable, ongoing inflow of large-scale deal mandates. We are also broadening our service offerings by establishing a dedicated department specializing in FA projects, including TOBs for listed companies and subsidiary carve-outs. We will continue to strengthen our competitive edge by enhancing the training and recruitment of our excellent consultants, who are central to our success.

(2) Matters relating to amendments to laws and legal regulations

The M&A brokerage and advisory business operated by MACP Group is affected by laws like the Companies Act and various tax laws. The level of this risk depends on the government policies and content of these laws, highlighting the need for careful monitoring of legal developments.

The promotion of mergers and acquisitions (M&A) within Japan, driven by government policies such as the introduction of tax systems designed to encourage M&A, could positively impact MACP Group's business performance. Legislative changes may lead to a short-term increase in demand and a subsequent rise in M&A cases as such activities become more common. However, if tax policy changes reduce the benefits of

M&A, it could negatively impact our performance due to a decline in the number of transactions. Additionally, legal regulations may also influence business operations.

MACP Group closely monitors legislative changes and quickly identifies any potential negative impacts on its business performance. When beneficial effects on performance are expected, especially when legal regulations create specific entry barriers that MACP Group can leverage as a publicly listed company with the necessary expertise and track record to maintain an advantage, we will discuss these with the Board of Directors and take appropriate action.

(3) Dependence solely on M&A-related service business

MACP Group specializes in M&A brokerage and advisory services, mainly focusing on domestic companies, and offers support related to these business activities.

The need for business succession is believed to be increasing due to factors like the aging of business owners and rapid changes in the management environment of small and medium-sized enterprises. By focusing on high-growth markets, the Company can expand their operations efficiently. However, if significant changes in the economic environment related to M&A, major incidents, accidents, or disasters become societal issues and cause a decline in demand, or if events that significantly impact the M&A-related service business occur, the risk of relying on a single line of business may become apparent, potentially affecting the performance of MACP Group.

Currently, it is believed that focusing on brokerage and advisory services for M&A transactions is the most effective approach. However, to quickly recognize changes in the market and legal environment, we have established a system for holding the regular management committee, attended by directors and executives at the general manager level or above, to ensure that status reports on business activities are shared, along with the latest trends in various legal systems. Additionally, we will consider acquiring related businesses through mergers and acquisitions as needed.

(4) Recruitment, development, and retention of human resources

The performance of MACP Group relies on the number of executive officers and employees acting as M&A advisors, as well as the quality of their services. Factors like increased competition could lead to a scramble to attract top talent. However, so far, this has not affected recruitment outcomes.

As the demand for M&A professionals grows, the overall pool of talented advisors expands, and their mobility increases, which may lead such talent to favor industry leaders and companies with strong brand recognition, providing benefits to the MACP Group. However, due to the nature of the business, the Company's structure is susceptible to the impact of employee turnover on performance. If heightened competition hampers personnel recruitment as expected, or if there is an unexpected and significant talent loss, it could negatively impact MACP Group's performance.

Furthermore, from a professional development perspective, the introduction of government-led guidelines on required service levels—such as the issuance of the Small and Medium M&A Guidelines—has raised expectations for higher service quality and professional ethics.

MACP Group is actively involved in attracting talent through proactive recruitment efforts and expanding its post-employment education framework. By implementing a compensation system that incentivizes long-term employment, MACP Group aims to improve its retention rates. At the same time, efforts are being made to strengthen brand power and establish an internal system for M&A advisory operations that is

difficult to duplicate, all aimed at improving organizational capabilities to support recruitment and retention. We will strive to maintain and enhance the quality of M&A advisors by providing continuous and sufficient educational opportunities, including guideline training, and incorporating them into our evaluation system.

(5) Risk of reputational damage due to Information leakage, etc.

Because of the nature of the business, highly confidential information, including confidential corporate information or insider information, is handled, and confidentiality agreements are signed with clients to ensure confidentiality obligations are met. Therefore, in unforeseen situations like cyberattacks, the leakage of such information outside MACP poses a risk of reputational damage. It is believed that the likelihood of this risk materializing increases in proportion to the growing societal risks associated with cybersecurity.

The damages, other claims, and harm to trust in MACP Group may affect the operating results and financial condition.

Therefore, in terms of IT, an appropriate information security environment is established to prevent unauthorized outside access and data leaks caused by negligence within the organization. This measure will be continuously strengthened. Simultaneously, to ensure all officers and staff are well-informed, and to scrutinize and improve the information management system regarding these responsibilities, multiple measures are implemented, including employee training sessions held several times a year and regular internal audits.

(6) Dependence on President and Representative Director

The founder and President and Representative Director, Satoru Nakamura, plays a vital role in all business activities, starting with setting the company's policies and strategies. If unforeseen circumstances occur or he steps down, it could impact MACP's performance.

Since the organizational structure supports effective leadership by President and Representative Director and helps ensure quick and accurate decision-making, a drawback is the increased management burden when considering further expansion of the organization.

In line with business expansion, information and expertise are actively shared, organizational sales structure has been strengthened through the Management Committee, attended by directors and executives at the general manager level or above, etc. while simultaneously cultivating next-generation leaders.

4. Management's Analysis of Financial Position, Operating Results, and Cash Flows

MACP Group has adopted IFRS instead of the previous Japanese GAAP, starting from the fiscal year under review (October 1, 2024 through September 30, 2025). The figures from the prior fiscal year have been reclassified and analyzed according to IFRS for comparison.

(1) Overview of the business results, etc.

The following provides an overview of MACP Group's financial position, operating results, and cash flow (referred to hereafter as 'operating results, etc.') for the fiscal year under review.

Matters related to the future mentioned in this document are based on judgments made as of the end of the fiscal year under review.

A. Operating results

a. Market conditions

According to statistical data compiled by MACP Group Company RECOF Data Corporation, the number of publicly announced M&A deals involving Japanese companies reached 4,700 in the period from January to December 2024 (up 17.1% YoY), marking a record high. In the period from January to September 2025, the number increased further to 3,694 (up 6.3% YoY), setting a new record high for the second consecutive year.

In addition, according to the report “Performance of the M&A Support Organization Registration System” published by the Small and Medium Enterprise Agency on March 16, 2023, the number of completed M&A transactions among small and medium-sized enterprises (SMEs) during FY2021 (April 2021 to March 2022) was 3,403. Furthermore, based on the Aggregate Results of SME M&A through Registered Support Organizations available on the agency’s M&A Support Organization Registration System website (<https://ma-shienkikan.go.jp/>), the number of SME M&A transactions was 4,036 in FY2022 and 4,681 in FY2023, indicating an upward trend. Taking these data into account, business succession needs driven by the aging of business leaders remain high, and the number of M&A deals among domestic mid-sized and small companies is expected to continue increasing.

On the other hand, as more M&A brokerage firms have entered the expanding unlisted mid-sized and small company M&A market, cases of inappropriate advisory services have unfortunately emerged, posing challenges for the industry. In response, the Small and Medium Enterprise Agency released the Guidelines on M&A for SMEs (Third Edition) on August 30, 2024, and in April 2025, published the Mission, Code of Ethics and Conduct, and Knowledge & Skill Map for SME M&A Professionals (Individuals). These initiatives strongly urge brokerage firms and related organizations to develop multifaceted knowledge, comprehensive skills, and high professional ethics. With the application of these guidelines to all entities registered under the M&A Support Organization Registration System, they are becoming established as industry standards, contributing to the sound development of the sector.

b. Status of the MACP Group

Against this backdrop, the Group has established regular and frequent training opportunities to ensure thorough education for acquiring the specialized M&A knowledge, including a proper understanding of the guidelines, and has implemented regular study sessions as part of these efforts. These initiatives have become a firmly rooted training system tied to the bonus scheme, maintaining a disciplined learning environment. For over ten years, the Group has also accumulated and shared advanced expertise centered on consultants holding professional qualifications such as certified public accountants and tax accountants, and has pursued various initiatives aimed at delivering high-quality services. As a result, the accumulation of extensive experience in handling large and complex transactions has created a virtuous cycle that strengthens brand recognition, and we believe this will further enhance the Company’s competitive advantage going forward.

In terms of business operations, we have continued to rigorously manage KPIs across the entire deal process and maintained our uncompromising policy of carefully selecting only the most capable consultants. We have also established a management framework that enables simultaneous progress in deal execution and new proposal-based sales activities, producing tangible results. We will continue

to strengthen these initiatives to generate a steady pipeline of high-quality and diverse M&A opportunities.

The Group reported revenue of ¥22,448 million, an increase of ¥3,282 million (up 17.1% YoY). This growth was mainly driven by the successful completion of multiple large deals, one of our key areas of strength, which led to an increase in the average commission. In addition, the number of active and closed deals increased, reflecting our ongoing efforts since the previous fiscal year to expand deal volume while advancing existing deals.

Cost of sales increased by ¥1,436 million (up 21.0% YoY) to ¥8,295 million, mainly due to higher bonuses (cost of sales) that include sales incentives for consultants.

Selling, general and administrative expenses increased by ¥392 million (up 6.8% YoY) to ¥6,205 million, mainly due to higher advertising expenses, commission expenses, and communication expenses.

Please note that, with respect to our consolidated subsidiary RECOF Corporation, as a result of reviewing its business plan and examining the recoverable amount of non-current assets in the fiscal year ended September 30, 2025, we recorded an impairment loss of ¥823 million as other expenses in accordance with IAS 36 Impairment of Assets. Although profit attributable to owners of the parent increased compared to the previous fiscal year despite the above negative factors, this was primarily due to tax benefits arising from the corporate tax credit under the Wage Increase Promotion Tax System. As a result, operating profit increased by ¥629 million (up 9.7% YoY) to ¥7,126 million, and profit before tax rose by ¥728 million (up 11.2% YoY) to ¥7,202 million. Profit attributable to owners of parent increased by ¥559 million (up 12.4% YoY) to ¥5,070 million.

Number of completed deals (consolidated)

| Classification | | | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) | YoY |
|----------------|---------------------------|------------------------|--|--|-----|
| MACP Group | Number of deals completed | | 221 | 248 | +27 |
| | By fee amount/deal | ¥100 million or more | 44 | 62 | +18 |
| | | Less than ¥100 million | 177 | 186 | +9 |
| | | cases | | | |

Number of completed deals (non-consolidated)

| Classification | | | Previous Fiscal Year (From October 1, 2023, to September 30, 2024) | Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) | YoY |
|--------------------------------|---------------------------|------------------------|---|---|-----|
| M&A Capital Partners Co., Ltd. | Number of deals completed | | 204 | 230 | +26 |
| | By fee amount/deal | ¥100 million or more | 40 | 58 | +18 |
| | | Less than ¥100 million | 164 | 172 | +8 |
| | | cases | | | |

| Classification | | | Previous Business Year (From October 1, 2023, to September 30, 2024) | Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) | YoY |
|-------------------|---------------------------|------------------------|---|---|-----|
| RECOF Corporation | Number of Deals Completed | | 17 | 18 | +1 |
| | By Fee Amount/deal | ¥100 million or more | 4 | 4 | ±0 |
| | | Less than ¥100 million | 13 | 14 | +1 |

It should be noted that since the reportable segment within the MACP Group is a single segment related to M&A services, segment information has been omitted.

B. Financial position

The financial position of MACP Group is as follows:

(Current Assets)

The current assets at the end of the fiscal year increased by ¥6,276 million (up 15.4% YoY) to ¥46,916 million. This was mainly due to an increase of ¥26,000 million in time deposits, offset by a decrease of ¥920 million in trade and other receivables and a decrease of ¥18,903 million in cash and cash equivalents.

(Non-Current Assets)

At the end of the fiscal year under review, non-current assets decreased by ¥2,294 million (down 20.6% YoY) to ¥8,857 million. This was mainly due to a decrease of ¥1,948 million in right-of-use assets and a decrease of ¥1,143 million in other financial assets, offset by an increase of ¥1,034 million in deferred tax assets.

(Current Liabilities)

At the end of the fiscal year under review, current liabilities increased by ¥1,382 million (up 20.8% YoY) to ¥8,031 million. This was mainly due to an increase of ¥639 million in income taxes payable, an increase of ¥312 million in contract liabilities, and an increase of ¥408 million in other liabilities.

(Non-current Liabilities)

At the end of the fiscal year under review, non-current liabilities decreased by ¥665 million (down 13.0% YoY) to ¥4,459 million. This was mainly due to a decrease of ¥1,122 million in lease liabilities, offset by an increase of ¥463 million in deferred tax liabilities.

(Total Equity)

At the end of the fiscal year under review, total equity increased by ¥3,265 million (up 8.2% YoY) to ¥43,238 million. This was mainly due to an increase of ¥3,855 million in retained earnings.

C. Analysis of cash flows

At the end of the fiscal year under review, cash and cash equivalents (hereinafter referred to as "cash") totaled ¥16,243 million, a decrease of ¥18,903 million (down 53.8% YoY).

Cash flows and their underlying factors for the fiscal year under review are as follows.

(Cash Flows from Operating Activities)

Net cash provided by operating activities amounted to ¥9,531 million (compared with ¥4,903 million provided in the previous fiscal year). This was primarily due to the recording of ¥7,202 million in profit before income taxes, ¥1,486 million in depreciation and amortization, ¥823 million in impairment losses, a decrease of ¥1,004 million in trade and other receivables, and an increase of ¥430 million in other liabilities, which was partially offset by ¥1,740 million in income taxes paid.

(Cash Flows from Investing Activities)

Net cash used in investing activities amounted to ¥26,102 million (compared with ¥2,680 million used in the previous fiscal year). This was primarily due to payments into time deposits of ¥30,000 million and proceeds from time deposits of ¥4,000 million.

(Cash Flows from Financing Activities)

Net cash used in financing activities amounted to ¥2,331 million (compared with ¥2,329 million used in the previous fiscal year). This was primarily due to dividends paid of ¥1,270 million and repayments of lease liabilities of ¥1,192 million.

D. Production, orders, and sales status

a. Production achievements

Due to the nature of the services provided in MACP Group operations, recording production results is not feasible; therefore, such documentation has been omitted.

b. Orders

Due to the nature of MACP Group's services, which do not require the reporting of performance records, these details have been omitted.

c. Sales

The sales performance for the fiscal year under review is as follows.

(Thousands of yen)

| Name of Business | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) | YoY |
|----------------------|---|--|-------|
| M&A Related Services | 19,166,533 | 22,448,727 | +17.1 |
| Total | 19,166,533 | 22,448,727 | +17.1 |

Note: MACP Group operates as a single segment engaging in M&A-related service businesses and ancillary operations. Therefore, the segment information is omitted.

(2) Management's analysis and consideration of the condition of operating results, etc. from the perspective of management

Management's recognition and analysis of MACP Group's operating results, etc. are as follows.

The following statements regarding future matters are determined as of the end of the fiscal year under review.

A. Significant accounting estimates and the assumptions used for those estimates

The consolidated financial statements are prepared according to IFRS, in compliance with Article 312 of the "Regulations on Terminology, Form, and Preparation Methods of Consolidated Financial Statements." In preparing these consolidated financial statements, all necessary estimates have been made based on reasonable criteria.

The critical accounting estimates used in preparing the consolidated financial statements and the assumptions behind them are described in "4. Significant accounting estimates and judgments involving estimates" under "V. Financial Information, 1. Consolidated Financial Statements, etc. (1) Consolidated Financial Statements: Notes to Consolidated Financial Statements."

B. Recognition, analysis, and examination of operating results, etc. for the fiscal year under review

a. Status of MACP and its subsidiaries

MACP primarily targets the M&A market for small and medium-sized enterprises, continuously engaging in promotional activities aimed at enhancing MACP's recognition and branding.

Regarding the recruitment of consultants, which is an important indicator, there was a net increase of 23.5%. As the number of younger consultants increased, we implemented a management approach that focused on the sales process through deal closure. Since last year, we introduced management approaches to parallel proposal-based sales activities and deal-closing activities. This resulted in successfully closing deals while also increasing the number of active deals. As a result, the number of deals completed increased by 26 from 204 in the same period of the previous year to 230, and the number of large deals with total fees exceeding ¥100 million increased by 18 from 40 to 58. Consequently, the average unit price also increased, resulting in an increase in the number of completed deals by 12.7% year-on-year and an increase in revenue by 19.8% year-on-year.

In addition, operating profit margin, which is one of the key indicators for management decision-making at our company, increased from last year's standalone operating profit margin of 37.6% to 38.8% for the fiscal year under review. This improvement stems from strong sales performance during the fiscal year under review, together with effective control over increases in selling, general, and administrative expense, which largely consist of fixed costs. Moving forward, we will strive to enhance the operating profit margin by increasing revenue, supported by a steady number of active deals and a growing number of consultants.

RECOF Corporation has been actively providing a broad range of M&A advisory services, extending from MBOs and cross-border deals to the M&A market for medium-sized and small enterprises. The firm has introduced a new system for managing sales activity KPIs and has engaged in vigorous sales activities across the organization. RECOF is also working to revitalize its organization, with an increasing number of young consultants actively engaged in key roles. However, due to a shift in deal timing affecting multiple large deals, the number of closed deals saw a limited increase of one from the previous year to 18, while revenue, including that of its Vietnamese subsidiary, decreased slightly to ¥1,183 million.

RECOF Data Corporation has been actively working to promote the overall development of the M&A market, in line with its mission, through its M&A related data and information dissemination business. Its lecture and training business for developing M&A personnel has also expanded to a certain extent, and the core database business has reported strong results. The "MARR" business, the only M&A

specialized magazine and web media in Japan, continues to record strong access figures. Additionally, the price increase resulting from the price revision of the core database services has been successful, and revenue has increased compared to the previous fiscal year.

b. Factors influencing business performance

Factors significantly affecting the business performance of MACP Group include various aspects such as market conditions, the level of competition, and the influence of legal regulations.

If these factors lead to a decline in either the number or unit price of completed deals, it could impact our business performance. For other factors, see "II. Business Operations, 3. Business Risks."

c. Sources of capital and the liquidity of funds

The MACP Group's primary financing needs, including working capital and capital expenditures, are covered by internal funds. While some of these are managed through fixed-term deposits maturing within a year, we do not hold speculative financial products. We maintain a high level of liquidity, allowing us to quickly invest in growth opportunities as they arise.

(3) Concurrent disclosure information

Regulations on Terminology, Form, and Preparation Methods of Consolidated Financial Statements (excluding Chapters 3 through 6, hereinafter referred to as Japanese GAAP), as well as the major changes in key matters used to prepare condensed consolidated financial statements, are summarized below.

It should be noted that the condensed consolidated financial statements prepared under Japanese GAAP have not been audited according to Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act.

Additionally, the condensed consolidated financial statements are presented without including units below a certain level. These condensed statements have been prepared in accordance with Japanese GAAP.

A. Condensed consolidated balance sheets (Japanese GAAP)

(Thousands of yen)

| | Previous fiscal year (As of September 30, 2024) | Current fiscal year (As of September 30, 2025) |
|--|--|---|
| Assets | | |
| Current assets | 40,691,646 | 46,924,244 |
| Non-current assets | | |
| Tangible non-current assets | 1,074,219 | 863,572 |
| Intangible non-current assets | 541,915 | 91,605 |
| Investments and other assets | 4,832,132 | 4,047,300 |
| Total non-current assets | 6,448,266 | 5,002,478 |
| Total assets | 47,139,913 | 51,926,723 |
| Liabilities | | |
| Current liabilities | 5,602,397 | 6,869,147 |
| Non-current liabilities | 1,127,760 | 1,124,909 |
| Total liabilities | 6,730,157 | 7,994,056 |
| Net assets | | |
| Shareholders' equity | 39,781,483 | 44,026,010 |
| Accumulated other comprehensive income | 165,738 | (632,942) |
| Share options | 462,532 | 539,599 |
| Total equity | 40,409,755 | 43,932,666 |
| Total liabilities and equity | 47,139,913 | 51,926,723 |

B. Condensed consolidated statements of income and condensed consolidated Statements of comprehensive income (Japanese GAAP)

Condensed consolidated statements of income (Japanese GAAP)

(Thousands of yen)

| | Prior Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|---|---|--|
| Net sales | 19,166,533 | 22,449,092 |
| Cost of sales | 6,860,807 | 8,281,497 |
| Gross profit | 12,305,726 | 14,167,594 |
| Selling and general administrative expenses | 5,930,619 | 6,395,877 |
| Operating profit | 6,375,107 | 7,771,717 |
| Non-operating profit | 7,121 | 101,115 |
| Non-operating expenses | 1,589 | 2,137 |
| Ordinary income | 6,380,639 | 7,870,694 |
| Extraordinary income | 88,584 | 183,104 |
| Extraordinary losses | – | 352,404 |
| Profit before income taxes | 6,469,223 | 7,701,393 |
| Income taxes | 2,004,755 | 2,186,456 |
| Net income | 4,464,468 | 5,514,937 |
| Net income attributable to owners of the parent | 4,464,468 | 5,514,937 |

Condensed consolidated statements of comprehensive income (Japanese GAAP)

| | (Thousands of yen) | |
|--|---|--|
| | Prior Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Net income | 4,464,468 | 5,514,937 |
| Total other comprehensive income | 161,168 | (798,681) |
| Comprehensive income | 4,625,636 | 4,716,255 |
| (Breakdown) | | |
| Comprehensive income attributable to owners of the parent | 4,625,636 | 4,716,255 |

C. Condensed consolidated statements of changes in equity (Japanese GAAP)

Previous consolidated fiscal year (from October 1, 2023, to September 30, 2024)

| | (Thousands of yen) | | | |
|--------------------------|-------------------------|--|--------------|------------------|
| | Shareholders' equity | Accumulated other comprehensive income | Share option | Total net assets |
| Beginning balance | 36,587,359 | 4,570 | 569,325 | 37,161,255 |
| Change during the period | 3,194,124 | 161,168 | (106,792) | 3,248,500 |
| Ending balance | 39,781,483 | 165,738 | 462,532 | 40,409,755 |

Consolidated Fiscal Year Under Review (from October 1, 2024, to September 30, 2025)

| | (Thousands of yen) | | | |
|--------------------------|-------------------------|---|---------------|------------------|
| | Shareholders' equity | Accumulated other comprehensive income | Share options | Total net assets |
| Beginning balance | 39,781,483 | 165,738 | 462,532 | 40,409,755 |
| Change during the period | 4,244,526 | (798,681) | 77,066 | 3,522,911 |
| Ending balance | 44,026,010 | (632,942) | 539,599 | 43,932,666 |

D. Condensed consolidated statements of cash flows (Japanese GAAP)

| | (Thousands of yen) | |
|--|--|---|
| | Previous fiscal year ended September 30, 2024 | Current fiscal year ended September 30, 2025 |
| Net cash provided by (used in) operating activities | 3,844,291 | 8,342,742 |
| Net cash provided by (used in) investing activities | (2,680,830) | (26,102,477) |
| Net cash provided by (used in) financing activities | (1,270,175) | (1,143,155) |
| Effect of exchange rate change on cash and cash equivalents | (1,572) | (898) |
| Increase (decrease) in cash and cash equivalents | (108,286) | (18,903,789) |
| Cash and cash equivalents at the beginning of the period | 35,255,168 | 35,146,881 |
| Cash and cash equivalents at the end of the period | 35,146,881 | 16,243,092 |

E. Significant changes in policies for preparing condensed consolidated financial statements (Japanese GAAP)

Previous fiscal year ended September 30, 2024

There are no applicable matters.

Current fiscal year ended September 30, 2025

(Change in accounting policies)

(Application of the Accounting Standard for Current Income Taxes and other standards)

We have applied the Accounting Standard for Current Income Taxes (ASBJ Statement No. 27, revised on October 28, 2022; hereinafter referred to as the "2022 Revised Accounting Standard") and related standards from the beginning of the current fiscal year. With respect to the revision concerning the presentation of income taxes (taxes on other comprehensive income), we have applied the transitional treatment prescribed in the proviso to paragraph 20-3 of the 2022 Revised Accounting Standard and in the proviso to paragraph 65-2 (2) of the Guidance on Accounting Standard for Tax Effect Accounting (ASBJ Guidance No. 28, revised on October 28, 2022; hereinafter referred to as the "2022 Revised Application Guidance"). This change in accounting policy has no impact on the consolidated financial statements.

In addition, with respect to the revision related to the treatment in consolidated financial statements when deferring, for tax purposes, gains or losses arising from the sale of shares of subsidiaries or other investments among consolidated companies, we have applied the 2022 Revised Application Guidance from the beginning of the current fiscal year. This change in accounting policy has been applied retrospectively, and the consolidated financial statements for the previous fiscal year have been restated accordingly. The change has no impact on the consolidated financial statements for the previous fiscal year.

(4) Information on differences in key items related to the summary of financial performance, etc.

Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024)

Please refer to "5: Financial Condition, 1. Consolidated Financial Statements, (1) Consolidated financial statements, Notes 34 'First-time Adoption of IFRS.'"

Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025)

(Property and equipment)

Under Japanese GAAP, the declining balance method was used for the depreciation of tangible non-current assets (excluding leased assets), except for leasehold improvements acquired on or after April 1, 2016, for which the straight-line method was adopted. However, under IFRS, the straight-line method is the primary approach.

As a result, under IFRS, tangible non-current assets increased by ¥56,412 thousand compared to Japanese GAAP.

(Goodwill)

Under Japanese GAAP, goodwill was previously amortized over a specific period; however, under IFRS, goodwill is no longer amortized, and amortization stopped from the transition date. As a result, under IFRS, selling, general, and administrative expenses decreased by ¥193,460 thousand compared to Japanese GAAP.

Furthermore, under Japanese GAAP, the unamortized balance of goodwill allocated to RECOF Corporation was fully amortized as a lump sum and recorded as extraordinary losses of ¥193,460

thousand for the current fiscal year. Under IFRS, an impairment loss for the full amount of the goodwill allocated to RECOF Corporation was recognized on the transition date; therefore, no impairment losses were recognized for the current fiscal year. Consequently, the ¥193,460 thousand recorded as extraordinary losses under Japanese GAAP was not recorded for the current fiscal year under IFRS.

(Leases)

Under Japanese GAAP, lessee leases were categorized as finance leases or operating leases, with operating leases accounted for using methods similar to regular rental transactions. In contrast, IFRS does not classify leases as either finance or operating leases; instead, it requires recognition of right-of-use assets and lease liabilities. Additionally, under Japanese GAAP, operating leases that include incentives, such as rent-free periods, are recognized using the straight-line method based on total lease payments over the entire lease term. However, under IFRS, when recognizing right-of-use assets and lease liabilities, accrued expenses representing the difference between costs incurred and payment amounts are eliminated.

As a result, under IFRS, right-of-use assets and lease liabilities increased by ¥2,279,745 thousand and ¥3,092,442 thousand, respectively, compared to Japanese GAAP, while other current liabilities decreased by ¥129,341 thousand.

Additionally, as a result of reviewing RECOF Corporation's business plan in the current fiscal year, we recognized an impairment loss. Under IFRS, impairment losses increased by ¥598,412 thousand compared to Japanese GAAP due to the increase in right-of-use assets.

(Asset retirement obligations)

Under Japanese GAAP, an accounting treatment was carried out in which asset retirement obligations were deducted from security deposits. Under IFRS, it is recognized as a provision in liabilities. It is added to the cost of the corresponding non-current assets or right-of-use assets, upon which depreciation is carried out.

As a result, under IFRS, right-of-use assets, other financial assets, and provisions increased by ¥423,156 thousand, ¥549,907 thousand, and ¥918,252 thousand, respectively, compared to Japanese GAAP.

Additionally, as a result of reviewing RECOF Corporation's business plan in the current fiscal year, we recognized an impairment loss. Under IFRS, impairment losses increased by ¥67,961 thousand compared to Japanese GAAP due to the increase in right-of-use assets.

(Accrued compensated absence)

Under IFRS, employee unused paid leave, which was not recognized under Japanese GAAP, is now recognized as a liability.

As a result, under IFRS, other current liabilities increased by ¥96,074 thousand compared to Japanese GAAP.

(Share options)

Under Japanese GAAP, amounts related to the reversal of share options were recorded as extraordinary income, while under IFRS, this is accounted for as equity.

As a result, the ¥183,104 thousand that was recognized as extraordinary income under Japanese GAAP is not recognized under IFRS.

5. Material Contracts

There are no relevant matters.

6. Research and Development Activities

There are no relevant matters.

III. Status of Facilities

1. Overview of Capital Expenditures, etc.

Capital expenditures for the fiscal year under review totaled ¥86,821 thousand. These investments primarily involved the purchase of personal computers for business use, the development of business systems to enhance support functions for M&A advisory services, and software development to expand the functionality of the M&A database service provided by our subsidiary, RECOF Data Corporation.

2. Status of Main Equipment

The major equipment within the MACP Group is as follows.

(1) Reporting company

As of September 30, 2025

| Business office (Location) | Description | Carrying amount (Thousands of yen) | | | | | Number of employees (persons) |
|---------------------------------|-----------------|------------------------------------|--------------------------------------|--|------------------------|-----------|-------------------------------------|
| | | Leasehold improve- ments | Tools, equipment, and fixtures | Security deposits and guarantees | Right-of-use assets | Total | |
| Head office (Chuo-ku, Tokyo) | Office facility | 723,011 | 176,284 | 856,463 | 2,621,752 | 4,377,512 | 296 |

- Notes: 1. The amounts are stated at carrying amounts in accordance with IFRS.
2. There are currently no major facilities under suspension.
3. The only reporting segment is the M&A-related services business, and due to the lack of material importance as disclosure information, segment-specific descriptions are not provided.

(2) Domestic subsidiaries

As of September 30, 2025

| Company name | Office name (Location) | Description | Carrying amount (Thousands of yen) | | | | | Number of employees (persons) |
|---------------------------|---------------------------------------|-----------------|------------------------------------|--------------------------------------|--|-------------------------|---------|-------------------------------------|
| | | | Leasehold improve- ments | Tools, equipment, and fixtures | Security deposits and guarantees | Right-of- use assets | Total | |
| RECOF Corporation | Head office (Chiyoda-ku, Tokyo) | Office facility | 0 | 2,997 | 274,099 | 0 | 277,096 | 35 |
| RECOF Data Corporation | Head office (Chiyoda-ku, Tokyo) | Office facility | 14,639 | 1,915 | 18,812 | 55,111 | 90,479 | 21 |

- Notes: 1. The amounts are stated at carrying amounts in accordance with IFRS.
2. There are no major facilities currently suspended.
3. The reporting segment within MACP Group is solely the M&A-related services business, and due to the lack of significance in terms of disclosure information, we do not provide segmental descriptions.
4. The carrying amounts shown reflect impairment losses. Details of the impairment losses recognized during the current fiscal year are provided in "V. Financial Information, 1. Consolidated Financial Statements, etc. (1) Consolidated Financial Statements: Notes to Consolidated Financial Statements, 14. Impairment of Non-Financial Assets."

3. Plans for New Installations and Disposals of Equipment

(1) Major new installations, etc.

There are no applicable matters.

(2) Major disposal of equipment, etc.

There are no applicable matters.

IV. Information of Reporting Company

1. Status of Shares, etc.

(1) Total number of shares, etc.

A. Total number of shares

| Type | Total number of authorized shares (Shares) |
|-----------------|--|
| Ordinary shares | 95,520,000 |
| Total | 95,520,000 |

B. Outstanding shares

| Type | Number of shares issued at the end of the fiscal year (as of September 30, 2025) | Number of issued shares as of the filing date (December 24, 2025) | Name of the listed financial instruments exchange | Description |
|-----------------|--|---|---|---|
| Ordinary shares | 31,759,000 | 31,759,000 | Tokyo Stock Exchange (Prime Market) | The number of shares per unit is 100 shares |
| Total | 31,759,000 | 31,759,000 | — | — |

Note: The number of issued shares as of the date of submission does not include the number of shares issued as a result of share options (share option) exercised between December 1, 2025 and the date of submission of this Annual Securities Report.

(2) Status of share options
 A. Details of share options
 a. 8th share option

| | |
|---|---|
| Resolution Date | January 30, 2015 |
| Categories and the number of eligible grantees | Directors of MACP: 2 Employees of MACP: 9 |
| Number of share options* | 1,016 (Note 1) |
| Type, description, and number of shares subject to the share options* | Ordinary shares, 406,400 (Note 1) |
| Exercise price (¥)* | 543 (Note 2) |
| Exercise period* | January 1, 2018 to December 31, 2050 |
| Issue price of shares and the amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 565 Amount of capital incorporation: 283 |
| Exercise conditions | The party allocated with share options must be in a position either as a director or employee of MACP at the time of exercising the rights. However, this shall not apply in cases of resignation due to the expiration of the term of office, retirement at the mandatory age, or other justifiable reasons. Other conditions are stipulated in the "Share options Grant Agreement" concluded between MACP and those who received the allocation of share options. |
| Matters related to the transfer of share options. | The transfer of share options requires the approval of the Board of Directors. |
| Matters concerning the issuance of share options in connection with organizational restructuring | (Note 4) |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month before the filing date (November 30, 2025), the content as of the end of that month is shown in the square bracket ([]). There have been no other changes from the end of the fiscal year to the end of the month before the filing date.

Notes:

1. In the event of a stock split (including gratis allotment of ordinary shares of MACP; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the share options. However, this adjustment will only be made for the number of shares subject to the share options that have not been exercised at the relevant time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G_1 : Adjusted number of granted shares

G_0 : Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P_0 : Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P_1 : Adjusted exercise price

$$P_1 = \frac{P_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up.

Let:

P_0 : Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P_1 : adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, "previously issued shares" refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, "newly issued shares" shall be interpreted as "the number of treasury shares to be disposed of."

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) A share option holder can exercise the allotted share options up to the respective percentages listed for each condition specified below if the cumulative operating profit (excluding the increase or decrease in operating profit due to the amortization of goodwill in cases where MACP acquires or merges with another company after the allocation date of this share option, hereinafter referred to as "operating profit") of the M&A brokerage business segment, as stated in the audited consolidated statement of income (or the statement of income if consolidated financial statements are not prepared) included in the securities reports filed for the fiscal years ending September 2015, September 2016, and September 2017, meets the relevant conditions specified below. In such cases, any fractions less than one resulting from the calculation based on these percentages will be rounded down, and the share options will be exercisable only for whole numbers of share options without such fractional amounts. Additionally, suppose there is a significant change in the definition of operating profit due to the application of the International Financial Reporting Standards (IFRS) or similar adjustments. In that case, alternative indicators to be referenced will be determined by the Board of Directors.
- i. If the cumulative operating profit from the fiscal period ending September 2015 to September 2017 is ¥3,595 million or more, the exercisable ratio is 100%.

- ii. If the cumulative operating profit from the fiscal period ending September 2015 to September 2017 is ¥2,696 million or more, the exercisable ratio is 50%.
- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) on their 57th birthday. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP's board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP's shares (excluding acquisitions for stock buyback by MACP and limited to cases where a change in the parent company or controlling shareholder occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP's shares under its rules, but this does not apply when the requirements mentioned in above (1) are met.
 - (3) If a holder of the share option passes away after fulfilling the conditions outlined in (1) and (2) above, the heir shall be permitted to exercise the share option. Furthermore, if on their 45th birthday, the holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates and passes away before reaching their 57th birthday while still employed by MACP or its affiliates, the heir shall be able to exercise the share option according to its terms. Heirs not mentioned in this clause shall not be permitted to exercise the share option.
 - (4) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
 - (5) Each share option must be exercised in its entirety and cannot be divided into smaller portions for exercise.
4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
- (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options shall pertain to
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options shall pertain
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 2 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options shall pertain as determined under Item 4, Section (3).

(5) Exercise period of the share option

The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.

(6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options

i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.

ii. When shares are issued through the exercise of this new share option, the amount of legal capital surplus increase shall be the amount obtained by deducting the increased share capital amount specified in the above item i from the amount of the maximum limit of capital increase, etc., as prescribed in the above item i.

(7) Restrictions on the acquisition of share options by transfer

The acquisition of share options by transfer shall require approval by a resolution from the board of directors of the Restructured Company.

(8) Other conditions for the exercise of the share options

To be determined in accordance with (7) above.

b. 9th share option

| | |
|---|--|
| Resolution Date | November 15, 2016 |
| Categories and the number of eligible grantees | Directors of MACP: 1 Employees of MACP: 30 |
| Number of share options* | 1,115 (Note 1) |
| Type, description, and number of shares subject to the share option* | Ordinary shares, 223,000 (Note 1) |
| Exercise price (¥)* | 1,468 (Note 2) |
| Exercise period* | January 1, 2020, to December 6, 2052 |
| Issue price of shares and amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 1,503 Amount of capital incorporation: 752 Recipients of the share options must maintain their positions as directors or employees of MACP at the time of exercising their rights. However, this requirement does not apply if there is a legitimate reason, such as retirement upon term expiration or retirement due to reaching the mandatory retirement age. Other conditions shall be stipulated in the "Share Option Granting Agreement" concluded between MACP and the grantees of the share option. |
| Exercise conditions | The transfer of share options requires the approval of the Board of Directors. |
| Matters related to the transfer of share options | (Note 4) |
| Matters concerning the issuance of share options in connection with organizational restructuring | |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month before the filing date (November 30, 2025), the content as of the end of the month before the filing date is shown in []. There have been no other changes from the end of the fiscal year to the end of the month before the filing date.

Notes: 1. In the event of a stock split (including gratis allotment of MACP ordinary shares; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the new share options. However, this adjustment will only apply to the number of shares subject to share options that have not been exercised at that time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G_1 : Adjusted number of granted shares

G_0 : Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P₀: Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P₁: Adjusted exercise price

$$P_1 = \frac{p_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up.

Let:

P₀: Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P₁: adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, “previously issued shares” refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, “newly issued shares” shall be interpreted as “the number of treasury shares to be disposed of”.

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) Holders of the share options may exercise up to the applicable exercisable ratio of the allocated share options if the cumulative amount of MACP's operating profit over the three business years ending in September 2017, September 2018, and September 2019, satisfies the conditions enumerated below.
 - i. When the cumulative operating profit is at least ¥8,124 million, the exercisable ratio is 100%.
 - ii. When the accumulated operating profit is at least ¥7,300 million or more, the exercisable ratio is 50%.

In determining the operating profit, the segment operating profit of the M&A brokerage business, as presented in the audited income statement included in the Annual Securities Report, should be referenced. Suppose there is a significant change in the definition of operating profit due to the adoption of International Financial Reporting Standards. In that case, a different index will be established separately by the Board of Directors. Furthermore, suppose there are any fractional units less than one for the exercisable number of share options calculated based on the exercisable ratio among the share options held by each holder. In that case, the share options may only be exercised to the extent of the whole number, excluding any such fractional units.

- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) on their 57th birthday. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP's board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP's shares (excluding acquisitions for stock buyback by MACP and limited to cases where a change in the parent company or controlling shareholder

- occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP's shares under its rules, but this does not apply when the requirements mentioned in above (1) are met.
- (3) If a holder of the share option passes away after fulfilling the conditions in (1) and (2) above, the heir shall be permitted to exercise the share option. Furthermore, if on their 45th birthday, the holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates, and passes away before reaching their 57th birthday while still employed at MACP or its affiliates, the heir shall be able to exercise the share option according to its terms. Heirs not mentioned in this clause shall not be allowed to exercise the share option.
 - (4) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
 - (5) Each share option must be exercised in its entirety and cannot be divided into smaller portions for exercise.
4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
- (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 1 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options as determined under Note 4, Section (3).
 - (5) Exercise period of the share option
The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.
 - (6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options
 - i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.
 - ii. When shares are issued through the exercise of this new share option, the amount of legal capital surplus increase shall be the amount obtained by deducting the increased share capital amount specified in the above item i from the amount of the maximum limit of capital increase, etc., as prescribed in the above item i.
 - (7) Restrictions on the acquisition of share options by transfer
The transfer acquisition of share options shall require approval by a resolution from the

board of directors of the Restructured Company.

- (8) Other conditions for the exercise of the share options

To be determined in accordance with Note 3 above.

- (9) Reasons and conditions for the acquisition of share options

This shall be determined in accordance with the following "Matters Concerning the Acquisition of Share options" as stipulated in the terms of issuance.

i. If a merger agreement in which MACP becomes the absorbed company, a company split agreement or company split plan in which MACP becomes the executing company, or a share exchange agreement or share transfer plan in which MACP becomes a wholly-owned subsidiary gains approval at a shareholders' meeting (or a board of directors' resolution if shareholders' approval is not required), MACP may acquire all of the share options on a date separately specified by the board of directors at a price equivalent to twice the issue price per share option.

ii. If the share option holder becomes unable to exercise the share option rights due to the regulations outlined in Note 3 above, MACP can acquire the share option at no charge.

- (10) Other conditions will be determined in accordance with the terms of the Restructured Company.

c. 10th share option

| | |
|---|--|
| Resolution Date | November 15, 2016 |
| Categories and the number of eligible grantees | Directors of MACP's subsidiary: 6 Employees of MACP's subsidiary: 11 |
| Number of share options* | 603 (Note 1) |
| Type, description, and number of shares subject to the share option* | Ordinary shares, 120,600 (Note 1) |
| Exercise price (¥)* | 1,468 (Note 2) |
| Exercise period* | January 1, 2020, to December 6, 2052 |
| Issue price of shares and amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 1,503 Amount of capital incorporation: 752 |
| Exercise conditions | Recipients of the share options must maintain their positions as directors or employees of MACP at the time of exercising their rights. However, this requirement does not apply if there is a legitimate reason, such as retirement upon term expiration or retirement due to reaching the mandatory retirement age. Other conditions shall be stipulated in the "Share Option Granting Agreement" concluded between MACP and the grantees of the share option. |
| Matters related to the transfer of share options | The transfer of share options requires the approval of the Board of Directors. |
| Matters concerning the issuance of share options in connection with organizational restructuring | (Note 4) |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month before the filing date (November 30, 2025), the content as of that month's end is shown in []. There have been no changes in other matters from the end of the fiscal year to that month's end.

Notes: 1. In the event of a stock split (including gratis allotment of ordinary shares of MACP; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the new share options. However, this adjustment will only be made for the number of shares subject to the share options that have not been exercised at the relevant time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G_1 : Adjusted number of granted shares

G_0 : Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P₀: Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P₁: Adjusted exercise price

$$P_1 = \frac{p_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up.

Let:

P₀: Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P₁: adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, “previously issued shares” refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, “newly issued shares” shall be interpreted as “the number of treasury shares to be disposed of”.

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) Holders of the share options may exercise the allocated share options only if the operating profit of RECOF Corporation exceeds ¥200 million, according to the audited income statement, in each fiscal year for the fiscal years ending in September 2017, September 2018, September 2019, and September 2020.
- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) on their 57th birthday. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP's board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP's shares (excluding acquisitions for stock buyback by MACP and limited to cases where a change in the parent company or controlling shareholder occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP's shares under its rules, but this does not apply when the requirements mentioned in above (1) are met.
- (3) If a holder of the share option passes away after fulfilling the conditions in (2) above, the heir shall be permitted to exercise the share option according to its terms. Furthermore, if on their 45th birthday, the holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates, and passes away before reaching their 57th birthday while still employed at MACP or its affiliates, the heir shall be able to exercise the share option according to its terms. Heirs not mentioned in this clause shall not be allowed to exercise the share option.
- (4) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
- (5) Each share option must be exercised in its entirety and cannot be divided into smaller

portions for exercise.

4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
 - (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 1 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options as determined under Note 4, Section (3).
 - (5) Exercise period of the share option
The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.
 - (6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options
 - i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.
 - ii. When shares are issued through the exercise of this new share option, the amount of capital reserve increase shall be the amount obtained by deducting the increased share capital amount specified in the above item i from the amount of the maximum limit of capital increase, etc., as prescribed in the above item i.
 - (7) Restrictions on the acquisition of share options by transfer
The transfer acquisition of share options shall require approval by a resolution from the board of directors of the Restructured Company.
 - (8) Other conditions for the exercise of the share options
To be determined in accordance with Note 3 above.
 - (9) Reasons and conditions for the acquisition of share options
This shall be determined in accordance with the following "Matters Concerning the Acquisition of Share options" as stipulated in the terms of issuance.
 - i. If a merger agreement in which MACP becomes the absorbed company, a company split agreement or company split plan in which MACP becomes the executing company, or a share exchange agreement or share transfer plan in which MACP becomes a wholly-owned subsidiary gains approval at a shareholders' meeting (or a board of directors' resolution if shareholders' approval is not required), MACP may acquire all of the share options on a date separately specified by the board of directors

at a price equivalent to twice the issue price per share option.

- ii. If the share option holder becomes unable to exercise the share option rights due to the regulations outlined in Note 3 above, MACP can acquire the share option at no charge.

(10) Other conditions will be determined in accordance with the terms of the Restructured Company.

d. 12th share option

| | |
|---|--|
| Resolution Date | November 15, 2018 |
| Categories and the number of eligible grantees | Directors of MACP: 2 Employees of MACP: 35 |
| Number of share options* | 642 [635] (Note) 1 |
| Type, description, and number of shares subject to the share option* | Ordinary shares, 128,400 [127,000] (Note 1) |
| Exercise price (¥)* | 2,235 (Note 2) |
| Exercise period* | January 1, 2020, to December 14, 2054 |
| Issue price of shares and amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 2,605 Amount of capital incorporation: 1,303 Recipients of the share options must maintain their positions as directors or employees of MACP at the time of exercising their rights. However, this requirement does not apply if there is a legitimate reason, such as retirement upon term expiration or retirement due to reaching the mandatory retirement age. Other conditions shall be stipulated in the "Share Option Granting Agreement" concluded between MACP and the grantees of the share option. |
| Exercise conditions | The transfer of share options requires the approval of the Board of Directors. |
| Matters related to the transfer of share options | (Note 4) |
| Matters concerning the issuance of share options in connection with organizational restructuring | |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month before the filing date (November 30, 2025), the content as of that month's end is shown in []. There have been no changes in other matters from the end of the fiscal year to that month's end.

Notes: 1. In the event of a stock split (including gratis allotment of ordinary shares of MACP; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the new share options. However, this adjustment will only be made for the number of shares subject to the share options that have not been exercised at the relevant time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G_1 : Adjusted number of granted shares

G_0 : Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P_0 : Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P_1 : Adjusted exercise price

$$P_1 = \frac{p_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up.

Let:

P_0 : Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P_1 : adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, “previously issued shares” refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, “newly issued shares” shall be interpreted as “the number of treasury shares to be disposed of.”

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) Holders of the share options may exercise up to the applicable exercisable ratio of the allocated share options if the MACP's operating profit over the two business years ending in September 2019 and September 2020 satisfies the conditions enumerated below.
 - i. When the operating profit in the fiscal year ending in September 2019 is at least ¥3,800 million, the exercisable ratio is 1/3.
 - ii. When the operating profit for the fiscal year ending in September 2020 is at least ¥4,560 million, the exercisable ratio is 1/3.
 - iii. When the cumulative operating profit for the Fiscal Year 2019 and 2020, ending in September, is at least ¥8,360 million, the exercisable ratio is 1/3.

In determining the operating profit, the segment operating profit of the M&A brokerage business, as presented in the audited income statement included in the Annual Securities Report, should be referenced. Suppose there is a significant change in the definition of operating profit due to the adoption of International Financial Reporting Standards. In that case, a different index will be established separately by the Board of Directors. Furthermore, suppose there are any fractional units less than one for the exercisable number of share options calculated based on the exercisable ratio among the share options held by each holder. In that case, the share options may only be exercised to the extent of the whole number, excluding any such fractional units.

- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) on their 55th birthday. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP's board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP's shares (excluding acquisitions for stock buyback by MACP

- and limited to cases where a change in the parent company or controlling shareholder occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP's shares under its rules, but this does not apply when the requirements mentioned in above (1) are met.
- (3) If a holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates, and passes away while still employed at MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.), the heir shall be able to exercise the share option according to its terms, provided that the conditions in (1) above are fulfilled.
 - (4) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
 - (5) Each share option must be exercised in its entirety and cannot be divided into smaller portions for exercise.
 - (6) Other conditions for exercising the rights shall be as stipulated in the Share Option Rights Allocation Agreement, which is to be concluded between MACP and the allottee of these share option rights.
4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
- (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 1 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options as determined under Note 4, Section (3).
 - (5) Exercise period of the share option
The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.
 - (6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options
 - i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.
 - ii. When shares are issued through the exercise of this new share option, the amount of capital reserve increase shall be the amount obtained by deducting the increased share

capital amount specified in the above item i from the amount of the maximum limit of capital increase, etc., as prescribed in the above item i.

(7) Restrictions on the acquisition of share options by transfer

The transfer acquisition of share options shall require approval by a resolution from the board of directors of the Restructured Company.

(8) Other conditions for the exercise of the share options

To be determined in accordance with Note 3 above.

(9) Reasons and conditions for the acquisition of share options

This shall be determined in accordance with the following "Matters Concerning the Acquisition of Share options" as stipulated in the terms of issuance.

i. If a merger agreement in which M&A Capital Partners Co., Ltd. becomes the absorbed company, a company split agreement or company split plan in which MACP becomes the executing company, or a share exchange agreement or share transfer plan in which MACP becomes a wholly-owned subsidiary gains approval at a shareholders' meeting (or a board of directors' resolution if shareholders' approval is not required), MACP may acquire all of the share options on a date separately specified by the board of directors at a price equivalent to twice the issue price per share option.

ii. If the share option holder becomes unable to exercise the share option rights due to the regulations outlined in Note 3 above, MACP can acquire the share option at no charge.

(10) Other conditions will be determined in accordance with the terms of the Restructured Company.

e. 13th share option

| | |
|---|--|
| Resolution Date | November 13, 2020 |
| Categories and the number of eligible grantees | Directors of MACP: 2 Employees of MACP: 37 |
| Number of share options* | 431 (Note 1) |
| Type, description, and number of shares subject to the share option* | Ordinary shares, 43,100 (Note 1) |
| Exercise price (¥)* | 6,050 (Note 2) |
| Exercise period* | January 1, 2022, to December 15, 2056 |
| Issue price of shares and amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 7,470 Amount of capital incorporation: 3,735 |
| Exercise conditions | (Note 3) |
| Matters related to the transfer of share options | The transfer of share options requires the approval of the Board of Directors. |
| Matters concerning the issuance of share options in connection with organizational restructuring | (Note 4) |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month before the filing date (November 30, 2025), the content as of that month's end is shown in []. There have been no changes in other matters from the end of the fiscal year to that month's end.

Notes: 1. In the event of a stock split (including gratis allotment of ordinary shares of MACP; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the new share options. However, this adjustment will only be made for the number of shares subject to the share options that have not been exercised at the relevant time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G_1 : Adjusted number of granted shares

G_0 : Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P_0 : Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P_1 : Adjusted exercise price

$$P_1 = \frac{P_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up.

Let:

P₀: Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P₁: adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, “previously issued shares” refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, “newly issued shares” shall be interpreted as “the number of treasury shares to be disposed of”.

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) Holders of the share options may exercise up to the applicable exercisable ratio of the allocated share options if the MACP's operating profit over the two business years ending in September 2021 and September 2022 satisfies the conditions enumerated below.
 - i. When the operating profit in the fiscal year ending in September 2021 is at least ¥6,000 million, the exercisable ratio is 1/3.
 - ii. When the operating profit for the fiscal year ending in September 2022 is at least ¥7,200 million, the exercisable ratio is 1/3.
 - iii. When the cumulative operating profit for fiscal years 2021 and 2022, ending in September, is at least ¥13,200 million, the exercisable ratio is 1/3.

In determining the aforementioned operating profit, the segment operating profit of the M&A brokerage business, as presented in the audited income statement included in the Annual Securities Report, should be referenced. Suppose there is a significant change in the definition of operating profit due to the adoption of International Financial Reporting Standards. In that case, a different index will be established separately by the Board of Directors. Furthermore, suppose there are any fractional units less than one for the exercisable number of share options calculated based on the exercisable ratio among the share options held by each holder. In that case, the share options may only be exercised to the extent of the whole number, excluding any such fractional units.

- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) on their 55th birthday. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP's board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP's shares (excluding acquisitions for stock buyback by MACP and limited to cases where a change in the parent company or controlling shareholder occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP's shares under its rules, but this does not apply when the requirements mentioned in above (1) are met.
- (3) If a holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates, and passes away while still employed at MACP or its affiliates, the heir shall be able to exercise the share option according to its terms, provided that the conditions in (1) above are fulfilled.
- (4) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
- (5) Each share option must be exercised in its entirety and cannot be divided into smaller

portions for exercise.

- (6) Other conditions for exercising the rights shall be as stipulated in the Share Option Rights Allocation Agreement, which is to be concluded between MACP and the allottee of these share option rights.
4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
- (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 1 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options as determined under Note 4, Section (3).
 - (5) Exercise period of the share option
The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.
 - (6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options
 - i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.
 - ii. When shares are issued through the exercise of this new share option, the amount of capital reserve increase shall be the amount obtained by deducting the increased share capital amount specified in the above item i. from the amount of the maximum limit of capital increase, etc., as prescribed in the above item i.
 - (7) Restrictions on the acquisition of share options by transfer
The transfer acquisition of share options shall require approval by a resolution from the board of directors of the Restructured Company.
 - (8) Other conditions for the exercise of the share options
To be determined in accordance with Note 3 above.
 - (9) Reasons and conditions for the acquisition of share options
This shall be determined in accordance with the following "Matters Concerning the Acquisition of Share options" as stipulated in the terms of issuance.
 - i. If a merger agreement in which M&A Capital Partners Co., Ltd. becomes the absorbed company, a company split agreement or company split plan in which MACP becomes the splitting company, a share exchange agreement or share transfer plan in which

MACP becomes a wholly-owned subsidiary, or any other proposal involving the delisting of MACP's shares (hereinafter referred to as "Delisting Event") gains approval at a shareholders' meeting (or a board of directors' resolution if shareholders' approval is not required), MACP may acquire all of the share options at no charge on a date separately specified by the board of directors. However, if the exercise conditions specified in Note 3 above are met as of the day preceding the date of such approval at a shareholders' meeting (or the date of a board of directors' resolution if shareholders' approval is not required), the share option holder may only exercise the share option rights until the day preceding the effective date of such a merger under a merger agreement, a company split under a company split agreement or plan, or a share exchange under a share exchange agreement or share transfer under a share transfer plan; or until the day preceding the delisting (in the case of a Delisting Event).

ii. If the share option holder becomes unable to exercise the share option rights due to the regulations outlined in Note 3 above, MACP can acquire the share option at no charge.

(10) Other conditions will be determined in accordance with the terms of the Restructured Company.

f. 17th share option

| | |
|---|--|
| Resolution Date | November 15, 2024 |
| Categories and the number of eligible grantees | Directors of MACP: 3 Employees of MACP: 41 |
| Number of share options* | 4,134 (Note 1) |
| Type, description, and number of shares subject to the share option* | Ordinary shares 413,400 (Note 1) |
| Exercise price (¥)* | 2,410 (Note 2) |
| Exercise period* | January 1, 2026, to December 13, 2029 |
| Issue price of shares and amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 2,776 Amount of capital incorporation: 1,388 |
| Exercise conditions | (Note 3) |
| Matters related to the transfer of share options | The transfer of share options requires the approval of the Board of Directors. |
| Matters concerning the issuance of share options in connection with organizational restructuring | (Note 4) |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month preceding the filing date (November 30, 2025), the content as of the end of the month preceding the filing date is presented in []. There have been no changes in other matters from the end of the fiscal year to the end of the month preceding the filing date.

Notes: 1. In the event of a stock split (including gratis allotment of ordinary shares of MACP; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the new share options. However, this adjustment will only be made for the number of shares subject to the share options that have not been exercised at the relevant time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G₁: Adjusted number of granted shares

G₀: Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P₀: Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P₁: Adjusted exercise price

$$P_1 = \frac{p_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise

price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up

Let:

P_0 : Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P_1 : adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, “previously issued shares” refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, “newly issued shares” shall be interpreted as “the number of treasury shares to be disposed of.”

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) Holders of the share options may exercise up to the applicable exercisable ratio of the allocated share options if MACP’s revenue over the two business years ending in September 2025 and September 2026 satisfies the conditions enumerated below.
- i. When the revenue for the fiscal year ending in September 2025 is at least ¥19,173 million, the exercisable ratio is 1/6.
 - ii. When the revenue for the fiscal year ending in September 2025 is at least ¥21,073 million, the exercisable ratio is 1/6.
 - iii. When the revenue for the fiscal year ending in September 2026 is at least ¥21,282 million, the exercisable ratio is 1/6.
 - iv. When the revenue for the fiscal year ending in September 2026 is at least ¥25,709 million, the exercisable ratio is 1/6.
 - v. When the cumulative revenue for fiscal years 2025 and 2026, ending in September, is at least ¥40,455 million, the exercisable ratio is 1/6.
 - vi. When the cumulative revenue for fiscal years 2025 and 2026, ending in September, is at least ¥46,782 million, the exercisable ratio is 1/6.

In determining the aforementioned revenue, the segment revenue of the M&A brokerage business, as presented in the audited income statement included in the Annual Securities Report, should be referenced. Suppose there is a significant change in the definition of operating profit due to the adoption of International Financial Reporting Standards. In that case, a different index will be established separately by the Board of Directors. Furthermore, suppose there are any fractional units less than one for the exercisable number of share options calculated based on the exercisable ratio among the share options held by each holder. In that case, the share options may only be exercised to the extent of the whole number, excluding any such fractional units.

- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) with no fixed term of employment. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP’s board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP’s shares (excluding acquisitions for stock buyback by MACP and limited to cases where a change in the parent company or controlling shareholder occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP’s shares under its rules, but this does not apply when the

- requirements mentioned in above (1) are met.
- (3) If a holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates, and passes away while still employed at MACP or its affiliates, the heir shall be able to exercise the share option according to its terms, provided that the conditions in (1) above are fulfilled.
 - (4) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
 - (5) Each share option must be exercised in its entirety and cannot be divided into smaller portions for exercise.
 - (6) The holders of share options may exercise all or part of the exercisable stock options (hereinafter referred to as "exercisable rights") calculated based on the total exercisable ratio described in (1) as of the exercise date. However, this does not apply if there are no exercisable rights.
 - (7) Other conditions for exercising the rights shall be as stipulated in the Share Option Rights Allocation Agreement, which is to be concluded between MACP and the allottee of these share option rights
4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
- (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 1 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options as determined under Note 4, Section (3).
 - (5) Exercise period of the share option
The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.
 - (6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options
 - i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.
 - ii. When shares are issued through the exercise of this new share option, the amount of legal capital surplus increase shall be the amount obtained by deducting the increased share capital amount specified in the above item i from the amount of the maximum limit

of capital increase, etc., as prescribed in the above item i.

- (7) Restrictions on the acquisition of share options by transfer
The transfer acquisition of share options shall require approval by a resolution from the board of directors of the Restructured Company.
- (8) Other conditions for the exercise of the share options
To be determined in accordance with Note 3 above.
- (9) Reasons and conditions for the acquisition of share options
This shall be determined in accordance with the following "Matters Concerning the Acquisition of Share options" as stipulated in the terms of issuance.
 - i. If a merger agreement in which M&A Capital Partners Co., Ltd. becomes the absorbed company, a company split agreement or company split plan in which MACP becomes the splitting company, a share exchange agreement or share transfer plan in which MACP becomes a wholly-owned subsidiary, or any other proposal involving the delisting of MACP's shares (hereinafter referred to as "Delisting Event") gains approval at a shareholders' meeting (or a board of directors' resolution if shareholders' approval is not required), MACP may acquire all of the share options at no charge on a date separately specified by the board of directors. However, if the exercise conditions specified in Note 3 (1) above are met as of the day preceding the date of such approval at a shareholders' meeting (or the date of a board of directors' resolution if shareholders' approval is not required), the share option holder may only exercise the share option rights until the day preceding the effective date of such a merger under a merger agreement, a company split under a company split agreement or plan, or a share exchange under a share exchange agreement or share transfer under a share transfer plan; or until the day preceding the delisting (in the case of a Delisting Event).
 - ii. If the share option holder becomes unable to exercise the share option rights due to the regulations outlined in Note 3 above, MACP can acquire the share option at no charge.
- (10) Other conditions will be determined in accordance with the terms of the Restructured Company.

g. 18th share option

| | |
|---|--|
| Resolution Date | November 15, 2024 |
| Categories and the number of eligible grantees | Director of MACP's subsidiary: 1 Employees of MACP's subsidiary: 2 |
| Number of share options* | 161 (Note 1) |
| Type, description, and number of shares subject to the share option* | Ordinary shares 16,100 (Note 1) |
| Exercise price (¥)* | 2,410 (Note 2) |
| Exercise period* | January 1, 2026, to December 13, 2029 |
| Issue price of shares and amount of capital incorporation (¥) in the case of issuing shares through the exercise of share options | Issue price: 2,798 Amount of capital incorporation: 1,399 |
| Exercise conditions | (Note 3) |
| Matters related to the transfer of share options | The transfer of share options requires the approval of the Board of Directors. |
| Matters concerning the issuance of share options in connection with organizational restructuring | (Note 4) |

* The information provided is as of the end of the fiscal year (September 30, 2025). For matters that have changed between the end of the fiscal year and the end of the month preceding the filing date (November 30, 2025), the content as of the end of the month preceding the filing date is presented in []. There have been no changes in other matters from the end of the fiscal year to the end of the month preceding the filing date.

Notes: 1. In the event of a stock split (including gratis allotment of ordinary shares of MACP; hereinafter the same) or a reverse stock split, the number of shares granted shall be adjusted according to the following formula after the allocation date of the new share options. However, this adjustment will only be made for the number of shares subject to the share options that have not been exercised at the relevant time, and any fractional shares resulting from the adjustment shall be rounded down.

Let:

G_1 : Adjusted number of granted shares

G_0 : Number of granted shares before adjustment

R: Ratio of split or consolidation

$$G_1 = G_0 \times R$$

Furthermore, suppose MACP undertakes a merger, company split, or share capital reduction, following the allotment date of the share option, or in other equivalent cases requiring adjustment to the number of granted shares. In that case, these numbers shall be appropriately adjusted within a reasonable scope.

2. Suppose MACP undertakes a stock split or reverse stock split after the allocation date of these share options. In that case, the exercise price shall be adjusted by the following formula, with any fraction less than one yen resulting from the adjustment being rounded up.

Let:

P_0 : Pre-adjusted exercise price

R: Ratio of split (or consolidated)

P_1 : Adjusted exercise price

$$P_1 = \frac{P_0}{R}$$

Additionally, suppose MACP issues new shares or disposes of treasury shares at a price below market value to its ordinary shares after the allotment date of these share options (excluding cases of issuance of new shares or disposal of treasury shares based on the exercise of share options and transfer of treasury shares through share exchange). In that case, the exercise

price will be adjusted according to the following formula. Fractions less than one yen resulting from the adjustment will be rounded up

Let:

P_0 : Pre-adjusted exercise price

N: Newly issued shares

A: Paid-in amount per new share

M: Market value per share before new share issuance

S: Previously issued shares

P_1 : adjusted exercise price

$$p_1 = p_0 \times \left(\frac{S + N \times A/M}{S + N} \right)$$

In the formula above, “previously issued shares” refer to the total number of ordinary shares issued, minus the number of repurchased ordinary shares held as treasury stock. Furthermore, if treasury shares are disposed of, “newly issued shares” shall be interpreted as “the number of treasury shares to be disposed of”.

Furthermore, if, after the allotment date of this share option, MACP undergoes a merger with another company, a corporate split, or any similar actions that necessitate the adjustment of the exercise price, the exercise price shall be appropriately adjusted within a reasonable range.

3. (1) Holders of the share options may exercise up to the applicable exercisable ratio of the allocated share options if RECOF's revenue over the two business years ending in September 2025 and September 2026 satisfies the conditions enumerated below.
 - i. When the revenue for the fiscal year ending in September 2025 is at least ¥1,543 million, the exercisable ratio is 1/6.
 - ii. When the revenue for the fiscal year ending in September 2025 is at least ¥1,682 million, the exercisable ratio is 1/6.
 - iii. When the revenue for the fiscal year ending in September 2026 is at least ¥1,883 million, the exercisable ratio is 1/6.
 - iv. When the revenue for the fiscal year ending in September 2026 is at least ¥2,238 million, the exercisable ratio is 1/6
 - v. When the cumulative revenue for fiscal year 2025 and 2026, ending in September, is at least ¥3,426 million, the exercisable ratio is 1/6.
 - vi. When the cumulative revenue for fiscal year 2025 and 2026, ending in September, is at least ¥3,920 million, the exercisable ratio is 1/6.

In determining the aforementioned revenue, the standalone revenue of RECOF, as presented in the audited income statement, should be referenced. Suppose there is a significant change in the definition of operating profit due to the adoption of International Financial Reporting Standards. In that case, a different index will be established separately by the Board of Directors. Furthermore, suppose there are any fractional units less than one for the exercisable number of share options calculated based on the exercisable ratio among the share options held by each holder. In that case, the share options may only be exercised to the extent of the whole number, excluding any such fractional units. .

- (2) The holder of the share option must be a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates (meaning companies related as defined in Article 8, Paragraph 8 of the Regulations on Terminology, Forms, and Preparation Methods of Financial Statements, etc.) with no fixed term of employment. However, this does not apply if (a) the board of directors recognizes retirement due to the expiration of term, retirement due to age, or any other legitimate reason, or (b)(i) MACP's board of directors approves a merger where MACP is the disappearing company; a corporate split where MACP is the splitting company; a share exchange or share transfer resulting in MACP becoming a wholly-owned subsidiary, (ii) a tender offer for MACP's shares (excluding acquisitions for stock buyback by MACP and limited to cases where a change in the parent company or controlling shareholder occurs as a result), or (iii) a decision by a financial instrument exchange to delist MACP's shares under its rules, but this does not apply when the requirements mentioned in above (1) are met.

- (3) Notwithstanding the above (2), if the capital relationship between MACP and the related company to which the stock option holder belongs is dissolved, the stock options may be exercised during the period from the date of dissolution (or, if the exercise period has not yet commenced as of that date, the first day of the exercise period) until the corresponding date six months after the date of dissolution, provided that the exercise conditions specified in the above (1) are met as of the day before the date of dissolution.
 - (4) If a holder is a director, Audit & Supervisory Board Member, or employee of MACP or its affiliates, and passes away while still employed at MACP or its affiliates, the heir shall be able to exercise the share option according to its terms, provided that the conditions in (1) above are fulfilled.
 - (5) Exercising this share option is not permissible if it would result in the total number of shares issued by MACP exceeding the authorized total number of shares at that time.
 - (6) Each share option must be exercised in its entirety and cannot be divided into smaller portions for exercise.
 - (7) The holders of share options may exercise all or part of the exercisable stock options (hereinafter referred to as "exercisable rights") calculated based on the total exercisable ratio described in (1) as of the exercise date. However, this does not apply if there are no exercisable rights.
 - (8) Other conditions for exercising the rights shall be as stipulated in the Share Option Rights Allocation Agreement, which is to be concluded between MACP and the allottee of these share option rights
4. If MACP engages in a merger (only if MACP is the absorbed entity in a merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Organizational Restructuring Actions"), on the effective date of the Organizational Restructuring Actions, share options in the restructured company, as listed in Article 236, Paragraph 1, Item 8 (a) to (e) of the Companies Act (Japan) (hereinafter referred to as "Restructured Company"), shall be granted to share option holders based on the following conditions for each case. However, this shall be limited to cases where the delivery of share options of the Restructured Company is specified in the relevant agreement or plan for the Organizational Restructuring Actions.
- (1) The number of share options of the Restructured Company to be granted
Each option holder will receive an equal number of share options matching their current holdings.
 - (2) The type of shares of the Restructured Company subject to the share options
It shall be the Restructured Company's ordinary shares.
 - (3) The number of shares of the Restructured Company subject to the share options
The conditions for Organizational Restructuring Actions will be evaluated, and the number of shares should be determined in accordance with the formula mentioned in Note 1 above.
 - (4) Amount of property to be contributed upon exercise of share options
The consideration to be contributed upon the exercise of each issued share option shall be determined by considering the conditions of Organizational Restructuring Actions and adjusting the exercise price established in Note 2 mentioned above to obtain the post-reorganization exercise price, which is then multiplied by the number of shares of the Restructured Company subject to the share options as determined under Note 4, Section (3).
 - (5) Exercise period of the share option
The exercise period runs from the later of either the commencement day of the exercise period stipulated above for the share option or the effective date of the Organizational Restructuring Actions, to the last day of the exercise period stipulated above for the share option.
 - (6) Matters relating to increases in share capital and capital surplus in the event that shares are issued upon exercise of share options
 - i. The amount by which share capital will be increased upon the issuance of shares by exercising this share option shall be one-half of the amount limit calculated under Article 17, Paragraph 1 of the Corporate Accounting Regulations (Japan). In the event the

calculation results in a fraction of less than one yen, such a fraction shall be rounded up to the nearest whole yen.

- ii. When shares are issued through the exercise of this new share option, the amount of legal capital surplus increase shall be the amount obtained by deducting the increased share capital amount specified in the above item i from the amount of the maximum limit of capital increase, etc., as prescribed in the above item i.
- (7) Restrictions on the acquisition of share options by transfer
The transfer acquisition of share options shall require approval by a resolution from the board of directors of the Restructured Company.
 - (8) Other conditions for the exercise of the share options
To be determined in accordance with Note 3 above.
 - (9) Reasons and conditions for the acquisition of share options
This shall be determined in accordance with the following "Matters Concerning the Acquisition of Share options" as stipulated in the terms of issuance.
 - i. If a merger agreement in which M&A Capital Partners Co., Ltd. becomes the absorbed company, a company split agreement or company split plan in which MACP becomes the splitting company, a share exchange agreement or share transfer plan in which MACP becomes a wholly-owned subsidiary, or any other proposal involving the delisting of MACP's shares (hereinafter referred to as "Delisting Event") gains approval at a shareholders' meeting (or a board of directors' resolution if shareholders' approval is not required), MACP may acquire all of the share options at no charge on a date separately specified by the board of directors. However, if the exercise conditions specified in Note 3 (1) above are met as of the day preceding the date of such approval at a shareholders' meeting (or the date of a board of directors' resolution if shareholders' approval is not required), the share option holder may only exercise the share option rights until the day preceding the effective date of such a merger under a merger agreement, a company split under a company split agreement or plan, or a share exchange under a share exchange agreement or share transfer under a share transfer plan; or until the day preceding the delisting (in the case of a Delisting Event).
 - ii. If the share option holder becomes unable to exercise the share option rights due to the regulations outlined in Note 3 above, MACP can acquire the share option at no charge.
 - (10) Other conditions will be determined in accordance with the terms of the Restructured Company.

B. Details of rights plan (anti-takeover measures)

There are no applicable matters.

C. Status of other share options, etc.

There are no applicable matters.

(3) Exercise status of convertible bonds with share options subject to price adjustment clauses

There are no applicable matters.

(4) Changes in the total number of issued shares and share capital, etc.

| Date | Change in total number of shares issued (shares) | Balance of the total number of shares issued (shares) | Amount of decreased share capital | Balance of share capital | Amount of legal capital surplus | Legal capital surplus balance |
|----------------------------|--|---|-----------------------------------|--------------------------|---------------------------------|-------------------------------|
| Unit | Shares | | Thousands of yen | | | |
| December 16, 2020 (Note 1) | 377,000 | 31,587,000 | 283,315 | 2,786,931 | 283,315 | 2,776,681 |
| May 25, 2021 (Note 2) | 130,000 | 31,717,000 | 97,695 | 2,884,626 | 97,695 | 2,874,376 |
| June 13, 2022 (Note 3) | 12,000 | 31,729,000 | 9,018 | 2,893,644 | 9,018 | 2,883,394 |
| July 28, 2023 (Note 4) | 30,000 | 31,759,000 | 22,545 | 2,916,189 | 22,545 | 2,905,939 |

- Notes: 1. Increase due to the exercise of share options
2. Increase due to the exercise of share options
3. Increase due to the exercise of share options
4. Increase due to the exercise of share options

(5) State by owner category

As of September 30, 2025

| Category | Status of shares (100 shares per unit) | | | | | | | | Status of shares less than one unit (shares) |
|----------------------------------|--|------------------------|--|--------------------|----------------------------|------------|------------------------|---------|--|
| | Central and Local Governments | Financial Institutions | Financial Instruments Business Operators | Other Corporations | Foreign Corporations, etc. | | Individuals and others | Total | |
| | | | | | Non-individual | Individual | | | |
| Number of shareholders (persons) | – | 10 | 26 | 54 | 178 | 10 | 5,281 | 5,559 | – |
| Number of shares held (units) | – | 37,933 | 9,097 | 825 | 73,329 | 34 | 196,185 | 317,403 | 18,700 |
| Percentage of shares owned (%) | – | 11.95 | 2.87 | 0.26 | 23.10 | 0.01 | 61.81 | 100.00 | – |

Note: Among the Company's 420 treasury shares, four units (400 shares) are included under "individuals and others," and 20 shares under "status of shares less than one unit."

(6) Status of major shareholders

As of September 30, 2025

| Shareholder name | Address | Number of shares held (shares) | Ownership ratio (excluding treasury shares) |
|---|---|--------------------------------|---|
| Satoru Nakamura | Shibuya-ku, Tokyo | 13,573,240 | 42.74 |
| Yozo Sogame | Minato-ku, Tokyo | 2,100,000 | 6.61 |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 1-8-1 Akasaka, Minato-ku, Tokyo Akasaka Intercity AIR | 2,071,900 | 6.52 |
| The Custody Bank of Japan, Ltd. (Trust Accounts) | 1-8-12 Harumi, Chuo-ku, Tokyo | 1,525,500 | 4.80 |
| CEPLUX - THE INDEPENDENT UCITS PLATFORM 2 (Standing Proxy: Citibank, N.A., Tokyo Branch) | 31, Z.A. BOURMICH, L-8070, BERTRANGE, LUXEMBOURG (6-27-30 Shinjuku, Shinjuku-ku, Tokyo) | 1,015,600 | 3.20 |
| Jun Tsuchiya | Minato-ku, Tokyo | 729,600 | 2.30 |
| THE BANK OF NEW YORK MELLON 140040 (Standing Proxy: (Standing Proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department) | 240 GREENWICH STREET, NEW YORK, NY 10286, U.S.A. (2-15-1 Konan, Minato-ku, Tokyo) | 683,348 | 2.15 |
| Nomura Securities Co., Ltd. | 1-13-1 Nihonbashi, Chuo-ku, Tokyo, Japan | 610,286 | 1.92 |
| MSIP CLIENT SECURITIES (Standing Proxy: Morgan Stanley MUFG Securities Co., Ltd.) | 25 Cabot Square, Canary Wharf, London E14 4QA, U.K. (1-9-7 Otemachi, Chiyoda-ku) | 480,804 | 1.51 |
| NORTHERN TRUST CO. (AVFC) RE IEDU UCITS CLIENTS NON-LENDING 15 PCT TREATY ACCOUNT (Standing Proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch) | 50 Bank Street, Canary Wharf, London E14 5NT, UK (3-11-1 Nihonbashi, Chuo-ku, Tokyo) | 450,000 | 1.42 |
| Total | — | 23,240,278 | 73.17 |

Notes: 1. The percentage of ownership shares to the total number of issued shares (excluding treasury shares) is rounded to the third decimal place.

2. Among the total number of shares owned above, the number of shares held for trust business is as follows.

The Master Trust Bank of Japan, Ltd. (trust account): 919,600 shares.

Custody Bank of Japan, Ltd. (trust account): 717,400 shares.

3. Although a statement in the large shareholding report made available for public inspection on November 11, 2025, indicates that Zennor Asset Management LLP holds shares as follows, we, as of September 30, 2025, are unable to verify the actual number of shares owned, and therefore have not included them in the status of major shareholders mentioned above. The details of the amendment report are as follows.

| Shareholder name | Address | Number of shares held (shares) | Ownership ratio (excluding treasury shares) |
|-----------------------------|--|--------------------------------|---|
| Zennor Asset Management LLP | 86 Duke of York Square, London SW3 4LY, United Kingdom | 1,609,500 | 5.07 |

(7) Status of voting rights

A. Issued shares

As of September 30, 2025

| Category | Number of shares (Shares) | Number of voting rights (Units) | Contents |
|--|---|------------------------------------|----------|
| Non-voting shares | – | – | – |
| Non-voting shares (including treasury shares, etc.) | – | – | – |
| Shares with restricted voting rights (other) | – | – | – |
| Full voting rights shares (including treasury shares, etc.) | (Treasury shares) Ordinary shares: 400 | – | – |
| Fully voting rights shares (other) | Ordinary shares: 31,739,900 | 317,399 | – |
| Fractional shares | 18,700 | – | – |
| Total number of issued shares | 31,759,000 | – | – |
| Total voting rights of shareholders | – | 317,399 | – |

B. Treasury shares

As of September 30, 2025

| Shareholder Name | Owner's Address | Shares held in own name (Shares) | Shares held in the names of others (Shares) | Total number of shares held (Shares) | Ownership ratio (%) |
|--|--------------------------------|--|--|---|------------------------|
| (Treasury shares) M&A Capital Partners Co., Ltd. | 2-2-1 Yaesu, Chuo-ku, Tokyo | 400 | – | 400 | 0.00 |
| Total | – | 400 | – | 400 | 0.00 |

2. Status of Acquisition of Treasury Shares, etc.

Type of shares: Ordinary Shares acquired pursuant to Article 155(vii) of the Companies Act

(1) Status of acquisition by general meeting of shareholder resolution

There are no applicable matters.

(2) Status of acquisition by Board of Directors resolution

There are no applicable matters

(3) Content of matters not based on a resolution of the general meeting of shareholders or Board of Directors

| Description | Number of shares (Shares) | Total acquisition cost (Thousand yen) |
|---|------------------------------|--|
| Treasury shares acquired during the fiscal year | 22 | 66 |
| Treasury shares acquired during the period | – | – |

Note: Treasury shares acquired during the period do not include the number of shares purchased as fractional shares from December 1, 2025 to the date of submission of the Annual Securities Report.

(4) Status of disposal and holding of acquired treasury shares

| Category | Current fiscal year | | Current period | |
|---|------------------------------|--|------------------------------|--|
| | Number of shares (Shares) | Total disposal value (Thousand yen) | Number of shares (Shares) | Total disposal value (Thousand yen) |
| Treasury shares acquired through the solicitation of takers | – | – | – | – |
| Treasury shares subject to cancellation | – | – | – | – |
| Treasury shares transferred in connection with mergers, share exchanges, share transfers, or company splits | – | – | – | – |
| Other (–) | – | – | – | – |
| Number of treasury shares held | 420 | – | 420 | – |

3. Dividend Policy

Our basic policy is to maintain stable dividends each fiscal year, with a target payout ratio of 30%, while comprehensively considering future business development and balancing shareholder returns through dividends, internal reserves to strengthen our financial flexibility, and strategic investments for growth. For the current fiscal year, we plan to seek approval at the Annual General Meeting of Shareholders to be held on December 25, 2025 to maintain the dividend forecast announced on October 30, 2025 at ¥52.10 per share. Furthermore, MACP's surplus distribution is primarily based on an annual year-end dividend, which is determined by the General Meeting of Shareholders. Additionally, to allow for flexible dividend decisions, the Articles of Incorporation specify that interim dividends, as provided under Article 454, Paragraph 5 of the Companies Act, may be paid through a resolution of the Board of Directors.

The distribution of retained earnings for the fiscal year under review is as follows.

| Date scheduled for resolution | Total amount of dividend (Thousand yen) | Dividend per share (Yen) |
|---|--|-----------------------------|
| December 25, 2025 Shareholders' Meeting resolution | 1,654,622 | 52.10 |

4. Status of Corporate Governance, etc.

(1) Overview of corporate governance

A. Basic concept of corporate governance

MACP aims to be a credible enterprise trusted by shareholders and other stakeholders. We believe it is our mission to realize a stable and sustainable enhancement of corporate value. For this purpose, we recognize the establishment of corporate governance as essential.

The equity interest held by our major shareholder, Satoru Nakamura, exceeds 40%. Although MACP has not engaged in any transactions with Satoru Nakamura to date and does not plan to do so in the future, if we ever consider such transactions, we will ensure that the reasons and necessity for them, as well as the terms and methods used to determine their appropriateness, are thoroughly reviewed by the Board of Directors to prevent harming the interests of minority shareholders. To support this, we have established a system for oversight by appointing five external officers, including two outside directors and three outside Audit & Supervisory Board Members, as of the date of the submission of the Securities Report.

Additionally, we believe it is essential to continually improve corporate governance through active information disclosure, thereby meeting accountability requirements, ensuring financial stability, and developing an effective internal control system to enhance reliability.

B. Overview of the corporate governance structure and reasons for adopting the structure

MACP utilizes the following system to achieve proper governance, ensure compliance, and enhance internal controls in decision-making, execution, and audit-related operations.

a. Board of Directors

MACP is a company with a Board of Directors. The Board has six members (as of the date the annual securities report was filed), including two outside directors. The Board holds regular monthly meetings and calls special meetings when needed to decide on major issues like company management policies. It also supervises the duties performed by each director.

Please note that MACP is proposing "Election of six (6) Directors" as a proposal to be resolved at the Annual General Meeting of Shareholders to be held on December 25, 2025. If the proposal is approved and passed, the Board will have six members, including two outside directors. They are Satoru Nakamura (Representative Director [Chairperson]), Yozo Sogame (Director), Hideaki Okamura (Director), So Shimoda (Director), Tamio Nishizawa (Outside Director), and Noboru Matsuoka (Outside Director).

b. Audit & Supervisory Board

MACP is a company with an Audit & Supervisory Board. The Audit & Supervisory Board is composed of three Audit & Supervisory Board Members, all of whom are external. The Audit & Supervisory Board Members attend both regular and special meetings of the Board of Directors. Additionally, the full-time Audit & Supervisory Board Members take part in other important meetings as needed to offer opinions,

thereby supervising the directors' carrying out of their duties.

MACP holds an Audit & Supervisory Board meeting once a month, under regular audits including investigations into the Company's business performance and financial position, to monitor the execution of directors' duties.

Additionally, the full-time Audit & Supervisory Board Member communicates with the accounting Audit & Supervisory Board Member and internal Audit & Supervisory Board Member when developing the audit plan, collaborating to make it more efficient and effective. Moreover, the full-time Audit & Supervisory Board Member holds meetings with the part-time Audit & Supervisory Board Members and the accounting Audit & Supervisory Board Member as necessary. Simultaneously, the full-time Audit & Supervisory Board Member engages in daily reporting and exchanges of opinions with internal Audit & Supervisory Board Members and management divisions, etc. regarding internal control.

c. Management Committee

The Management Committee is composed of directors (excluding outside directors), executive officers, general managers, and full-time Audit & Supervisory Board Members, and is held regularly (at least once a month). It plays a crucial role in our organization, providing a platform for reporting on business activities, reviewing policies, discussing personnel issues, and allowing directors to hear opinions from attendees on management matters. The Management Committee also plays a central role in the organization by communicating and giving instructions on important company decisions.

d. Compliance Committee

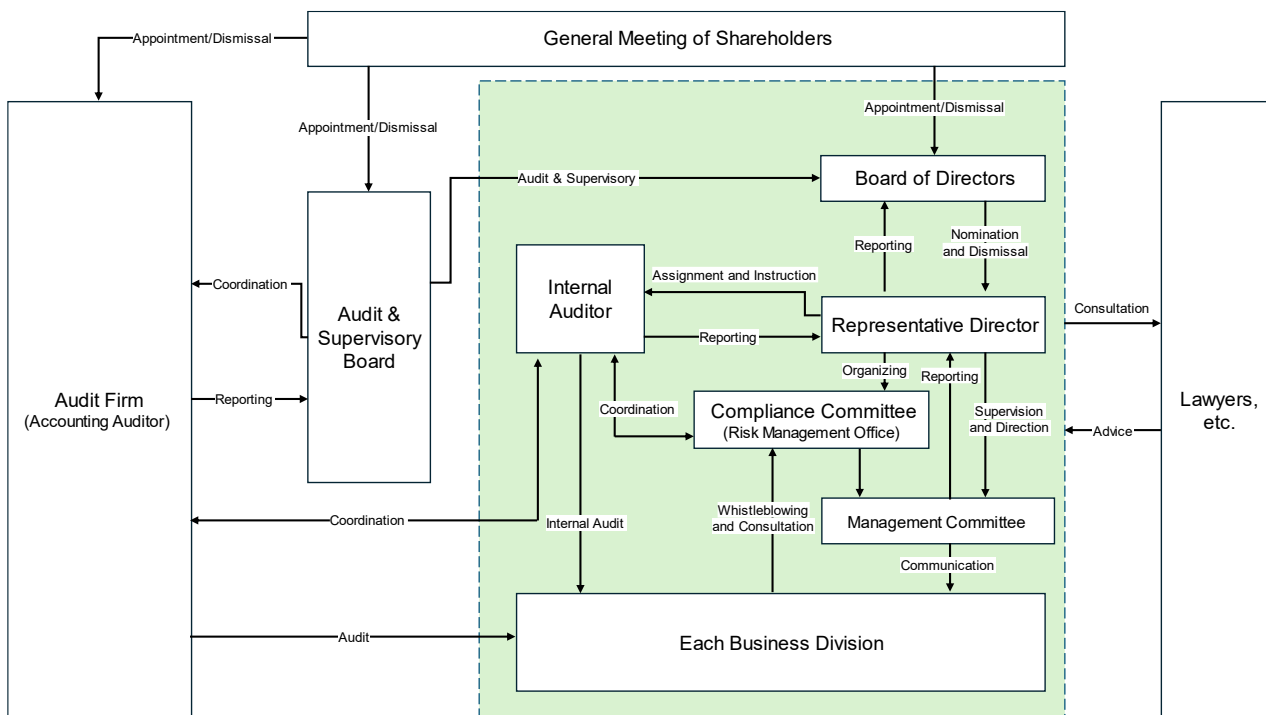
MACP has established internal rules regarding compliance and formed a Compliance Committee, which is primarily composed of directors. The committee meets regularly (at least once semi-annually) to discuss compliance issues related to management and to implement various measures, including identifying compliance problems and managing future risks. Additionally, it promotes awareness activities, such as internal education and training sessions, to ensure that directors and employees fulfil their duties with high ethical standards and a strong sense of responsibility in line with societal norms.

The members and attendees of each body are as follows (◎ Chairperson, ○ Member, □ Attendee).

| Position Title | Name | Board of Directors | Audit & Supervisory Board | Executive Meeting | Compliance Committee |
|--|-------------------|--------------------|---------------------------|-------------------|----------------------|
| President and Representative Director | Satoru Nakamura | ◎ | | ◎ | ◎ |
| Director | Yozo Sogame | ○ | | ○ | ○ |
| Director, Manager of Alliance Support Department, and Manager of Talent Acquisition & Development Department | Hideaki Okamura | ○ | | ○ | ○ |
| Director and Manager, Planning and Management Department | So Shimoda | ○ | | ○ | ○ |
| Outside Director | Tamio Nishizawa | ○ | | | |
| Outside Director | Noboru Matsuoka | ○ | | | |
| Outside Audit & Supervisory Board Member | Keishi Degawa | ○ | ◎ | ○ | □ |
| Outside Audit & Supervisory Board Member | Yukihiro Fujimoto | ○ | ○ | | |
| Outside Audit & Supervisory Board Member | Mutsuko Oba | ○ | ○ | | |
| Senior Executive Officer | Jun Tsuchiya | | | ○ | |
| Executive Officer | Ken Yamazaki | | | ○ | |
| Executive Officer | Ryosuke Suzuki | | | ○ | |
| Executive Officer | Koji Suzuki | | | ○ | |
| Executive Officer | Hiroyoshi Kaji | | | ○ | |
| Executive Officer | Kent Coppes | | | ○ | |
| Executive Officer | Bunpei Kobayashi | | | ○ | |
| Executive Officer | Yuji Maekawa | | | ○ | |
| Executive Officer | Norinaga Saegusa | | | ○ | |
| Executive Officer | Takehiro Tsujii | | | ○ | |
| Manager | 17 members (Note) | | | ○ | |

Note: Regarding department management positions, only the quantity is mentioned due to the large number of constituents.

Corporate Governance System Conceptual Diagram



C. Other matters concerning corporate governance

(Basic Approach and Development Status Concerning Internal Control Systems)

To ensure transparency and fairness in corporate management, MACP has established core policies and various regulations related to internal control, with a focus on thorough implementation. Additionally, to verify the effective operation of the internal control system, internal audits are carried out by internal auditors. MACP has established the Basic Policy on Internal Control System as the fundamental guideline for maintaining a structure that ensures the proper conduct of operations in accordance with the Companies Act and the Ordinance for Enforcement of the Companies Act.

a. A system to ensure that directors and employees perform their duties in accordance with laws, ordinances, and the Articles of Incorporation.

1. The "Compliance Committee" is established as an organization responsible for overseeing overall compliance, guiding directors and employees, as outlined in the "Compliance Rules," to understand, maintain, and identify issues related to business operations in their respective roles.
2. The compliance committee maintains collaboration with the internal Audit & Supervisory Board Members to manage and supervise the state of compliance implementation. It also conducts regular internal guidance and establishes a system to report these activities to the Board of Directors and the Audit & Supervisory Board.
3. Establish an internal whistleblowing system as a reporting mechanism for directors and employees to report any actions that violate laws, the Articles of Incorporation, and other regulations.

b. Development of a system for presenting and managing information related to directors' duties.

Records of decisions made at key meetings, starting with the Board of Directors, as well as documentation such as proposal approvals decided upon following the "Business Allocation Regulations" by each director, and other related information tied to their duties, will be properly recorded

in writing or on electronic media and preserved for a designated period according to legal regulations and "Document Management Regulations."

Furthermore, the directors shall be audited by the Audit & Supervisory Board Members concerning the creation, preservation, and management of information related to the execution of their duties.

c. Regulations and other frameworks related to risk management of losses.

1. To prepare for unforeseen circumstances that could impact the entire Group's management, necessary measures and policies shall be established in advance, and appropriate responses shall be taken to minimize losses from apparent risks.
2. To establish risk management, draft "Risk Management Regulations," appoint a risk management officer, and build a system that can respond promptly and accurately in the event of risk occurrence.

d. A system to ensure the efficient execution of duties by directors

1. The Board of Directors develops the comprehensive budget and medium-term management plan based on the management philosophy and changing socio-economic conditions. Each executive director is responsible for setting specific goals and budgets for their division to achieve these objectives. Additionally, monthly and quarterly performance management and improvement measures are implemented to track progress in executing the business plan.
2. For the execution of duties based on decisions of the Board of Directors, "Regulations for Segregation of Duties," "Regulations on Administrative Authority," and "Regulations on Internal Approval Procedures," among others, define the person in charge, the responsibilities and authorities, as well as execution procedures.
3. To comprehensively improve the efficiency of business operations across the company, information systems are used to analyze management data, monitor the progress of business activities, and speed up the implementation of management policies.

e. Matters concerning employees that the Audit & Supervisory Board Member requests to be assigned to assist with their duties.

If the Audit & Supervisory Board Member requires employees to help with their duties, an independent system separate from the current corporate structure must be established.

f. Matters related to employees' independence, as mentioned in the above e., and ensuring the effectiveness of instructions given to them.

When an Audit & Supervisory Board Member hires employees to assist with their duties, those employees should not be part of the chain of command for business operations. Instead, they shall work under the Audit & Supervisory Board Member's supervision, and decisions about their personnel evaluation, transfer, and other human resource matters shall be made with the Audit & Supervisory Board Member's approval, ensuring independence from the directors.

g. Framework for reporting to Audit & Supervisory Board Members by directors, employees, and other related systems.

Audit & Supervisory Board Members shall attend regular monthly board meetings, extraordinary

meetings when necessary, and other key decision-making gatherings, where they will receive reports on significant matters from directors and employees.

- h. System to make sure that people who report the information above don't face any unfair treatment because of making those reports.

The Company prohibits any unfair treatment of directors and employees who have reported to the Audit & Supervisory Board Members because they made such a report.

- i. Overview of the liability insurance contract for executives and others.

MACP has entered into a directors and officers liability insurance agreement as outlined in Article 430-3, Paragraph 1 of the Companies Act. This insurance covers damages and litigation costs for which the insured is responsible in a claim made by shareholders or third parties. However, there are some exceptions, such as actions deemed to violate laws.

Furthermore, the company covers the full cost of the insurance premiums. The insured individuals under this policy are key personnel, who are essential business executives as defined by the Companies Act, appointed by a resolution of the Board of Directors, excluding directors, Audit & Supervisory Board Members, and executive officers of MACP, as well as those of its subsidiaries.

- j. Matters concerning policies on prepayment or reimbursement procedures for expenses incurred during the performance of Audit & Supervisory Board Members' duties, as well as the handling of other expenses or liabilities arising from these duties.

The management of expenses related to the Audit & Supervisory Board Members' duties will be handled smoothly according to their requests.

- k. System to ensure that other audits by Audit & Supervisory Board Members are conducted effectively

The Audit & Supervisory Board Members coordinate with internal Audit & Supervisory Board Members to ensure effective audits through timely information sharing. They also hold regular meetings with President to foster good communication and efficient audit duties.

- l. Organized system for removing anti-social forces

MACP has established a basic policy regarding antisocial forces in accordance with the "Regulations for Countermeasures against Antisocial Forces," stating that we will not engage with antisocial groups that threaten society's order and safety. If we face unjust demands, we will respond decisively and organizationally, ensuring that we do not provide any monetary or other financial benefits to such groups, nor conduct any transactions with them under any circumstances.

- m. Systems to ensure operational appropriateness across our corporate group, including MACP and its subsidiaries.

MACP has established affiliate management regulations for its subsidiaries and affiliates to streamline operations and ensure proper oversight. It has built an appropriate organizational structure, considering the business scope and size of the affiliates, by assigning executives or qualified personnel as needed. Additionally, each company is required to develop internal regulations proportional to its organizational

size. Internal audits are also conducted as necessary to verify the effectiveness of operations.

(Overview of risk management system)

MACP has established regulations related to risk management by appointing a risk management officer. According to these regulations, we analysed risks in collaboration with the Compliance Committee and legal advisors, including attorneys. This approach allows us to create a management system that aims to prevent, mitigate, and address risks.

a. Matters related to the limitation of liability contracted

MACP amended the Articles of Incorporation at the extraordinary general meeting of shareholders held on February 16, 2007, to include provisions related to liability limitation agreements for outside directors and outside Audit & Supervisory Board Members.

Based on the Articles of Incorporation, here is a summary of the liability limitation agreements our company has with all outside directors and outside Audit & Supervisory Board Members.

1. Liability limitation agreement for outside directors.

An outside director shall, after the conclusion of this agreement, be liable for damages regarding duties performed only up to the minimum liability amount specified under Article 425, Paragraph 1 of the Companies Act, provided that they acted in good faith and without gross negligence as per Article 423, Paragraph 1 of the Companies Act.

2. Limited liability agreement for outside Audit & Supervisory Board Member

An outside Audit & Supervisory Board Member, after entering into this contract, shall be liable for damages regarding the responsibility outlined in Article 423, Paragraph 1 of the Companies Act, within the limits of the minimum liability amount specified by Article 425, Paragraph 1 of the Companies Act, provided they performed their duties in good faith and without gross negligence.

b. Exemptions from liability of Directors and Audit & Supervisory Board Members

The Articles of Incorporation of MACP specify that, according to Article 426, Paragraph 1 of the Companies Act, the company can exempt directors (including former directors) and Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages caused by neglect of duty, to the extent permitted by law, through a resolution of the Board of Directors.

c. Number of directors

MACP's Articles of Incorporation stipulate that the number of directors shall be no more than eight.

d. Resolution requirements for the election of directors

The Articles of Incorporation specify that resolutions for electing directors must be attended by shareholders holding at least one-third of the voting rights eligible to be exercised, and that such resolutions shall be passed by a majority of those voting rights present. It also states that this decision shall not be made using cumulative voting.

e. Special resolution requirement of the general meeting of shareholders

MACP states in its Articles of Incorporation that, under Article 309, Paragraph 2 of the Companies Act, a special resolution must be approved with the attendance of shareholders holding at least one-third of

the voting rights eligible to be exercised, and it requires at least two-thirds of those voting rights in favor. This aims to enable a flexible capital policy aligned with the business environment.

f. Interim dividend

The Articles of Incorporation specify that, according to paragraph 5, Article 454 of the Companies Act, the Board of Directors may declare an interim dividend with March 31 as the record date each year, allowing flexible profit distribution to shareholders.

g. Acquisition of treasury shares

The Company states in its articles of incorporation that, to allow flexible capital policies in response to changes in the management environment, it can buy back its Treasury Shares through market transactions based on a resolution of the Board of Directors, in accordance with the provisions of Article 165, Paragraph 2 of the Companies Act.

D. Activities of the Board of Directors

During this fiscal year, the Company has held regular and extraordinary meetings of the Board of Directors at least once a month. The attendance status of individual directors is as follows.

| Name | Number of Meetings Held | Attendance Count |
|-------------------|-------------------------|------------------|
| Satoru Nakamura | 20 | 20 |
| Yozo Sogame | 20 | 20 |
| Hideaki Okamura | 20 | 20 |
| So Shimoda | 20 | 20 |
| Tamio Nishizawa | 20 | 20 |
| Noboru Matsuoka | 20 | 20 |
| Keishi Degawa | 20 | 20 |
| Yukihiro Fujimoto | 20 | 20 |
| Mutsuko Oba | 20 | 20 |

- Notes: 1. As specific matters considered by the Board of Directors, resolutions are made regarding the appointment and dismissal of essential employees, the establishment, amendment, or abolishment of organizations. Additionally, decisions are made on business strategies, budget planning, and approval, and significant capital investments.
2. In addition to the number of the Board of Directors' meetings held above, there was one instance of a written resolution deemed to constitute a Board resolution pursuant to the provisions of Article 370 of the Companies Act and Article 24 of the Company's Articles of Incorporation.

E. Activities of the Compensation Committee

During the current business year, MACP has regularly held meetings of the Compensation Committee, with individual committee members in attendance as follows.

| Name | Number of Meetings Held | Number of Attendances |
|-----------------|-------------------------|-----------------------|
| Satoru Nakamura | 3 | 3 |
| Yozo Sogame | 3 | 3 |
| Hideaki Okamura | 3 | 3 |
| So Shimoda | 3 | 3 |
| Tamio Nishizawa | 3 | 3 |
| Noboru Matsuoka | 3 | 3 |

Regarding specific considerations in the Compensation Committee, compensation for each director is determined based on the company's performance and current market conditions, while also taking into account each director's contributions.

(2) Status of officers

A. List of executives

a. The status of MACP officers as of December 24, 2025 (the filing date of the Annual Securities Report) is as follows.

Male: 8, Female: 1 (Proportion of female executives: 11.1%)

| Title | Name | Date of Birth | Brief Biography | Term | Number of shares held (shares) |
|--|-----------------|-------------------|--|----------|--------------------------------|
| President and Representative Director | Satoru Nakamura | March 30, 1973 | <p>April 1995 October 2005</p> <p>Joined Sekisui House, Ltd. Established the MACP and assumed the position of President and Representative Director (current)</p> <p>October 2016</p> <p>Appointed as Director of RECOF Corporation</p> <p>October 2016</p> <p>Appointed as Director of RECOF Data Corporation (current)</p> <p>October 2021</p> <p>Appointed as President and Representative Director of RECOF Corporation (current)</p> | (Note) 3 | 13,573,240 |
| Director | Yozo Sogame | June 7, 1975 | <p>October 2005</p> <p>Appointed as Director and Manager of MACP</p> <p>October 2007</p> <p>Appointed as Manager of the Planning Department in MACP</p> <p>March 2008</p> <p>Resigned as Director of MACP</p> <p>September 2008</p> <p>Appointed as Director of MACP</p> <p>June 2016</p> <p>Director and Managing Director of M&A Advisory Department 1 of MACP</p> <p>October 2018</p> <p>Director and Managing Director of the Planning Department at MACP</p> <p>October 2022</p> <p>Appointed as Director of MACP (Current)</p> | (Note) 3 | 2,100,000 |
| Director, Manager of Alliance Support Department, and Manager of Talent Acquisition & Development Department | Hideaki Okamura | May 22, 1980 | <p>April 2003</p> <p>Joined Venture Link, Inc.</p> <p>April 2007</p> <p>Joined MACP</p> <p>October 2010</p> <p>Head of Sales Division 3, Sales Division of MACP</p> <p>October 2017</p> <p>Deputy Managing Director of the M&A Advisory Department 2 of MACP</p> <p>October 2019</p> <p>Executive Officer and Deputy Managing Director of the M&A Advisory Department 2 of MACP</p> <p>October 2022</p> <p>Director and Manager of the Planning Department, MACP</p> <p>December 2022</p> <p>Director and Manager of the Planning Department, MACP</p> <p>October 2023</p> <p>Director and Manager of Alliance Support Department, MACP</p> <p>December 2023</p> <p>Appointed as Director at RECOF Corporation</p> <p>September 2025</p> <p>Director, Manager of Alliance Support Department, and Manager of Talent Acquisition & Development Department, MACP (current)</p> | (Note) 3 | 345,300 |
| Director, Planning and Administration Department, Manager | So Shimoda | February 16, 1988 | <p>April 2011</p> <p>Joined Fukushima Printing Co., Ltd.</p> <p>April 2015</p> <p>Joined MACP</p> <p>October 2019</p> <p>Vice President, Chief Accountant</p> <p>December 2020</p> <p>Appointed as Director and Manager of the Planning and Management Department (current)</p> <p>December 2020</p> <p>Appointed as Director of RECOF Corporation (current)</p> <p>December 2020</p> <p>Appointed Director of RECOF Data Corporation (current)</p> | (Note) 3 | 1,180 |

| Title | Name | Date of Birth | Brief Biography | Term | Number of shares held (shares) |
|----------|-----------------|------------------|--|----------|--------------------------------|
| Director | Tamio Nishizawa | June 17, 1943 | <p>April 1966 Joined Japan Finance Corporation for Small and Medium Enterprise (currently Japan Finance Corporation)</p> <p>April 1985 Joined Yamaichi Securities Company, dispatched to Yamaichi Uninvest Company.</p> <p>November 1987 Branch Manager of Yamaichi Uniben, Los Angeles Branch</p> <p>November 1990 President of Yamaichi Finance America Inc.</p> <p>June 1992 Manager of Investment Consulting Department at Yamaichi Finance Co., Ltd.</p> <p>February 1998 Appointed as the President and Representative Director at Japan S&T Co., Ltd. (current)</p> <p>March 2000 Comprehensive Project Manager, New Business Support Department, Small and Medium Enterprise Agency Organization. (Now known as the Organization for Small & Medium Enterprises and Regional Innovation, Japan).</p> <p>April 2006 Appointed as Representative Director of Kotaki Links Club Co., Ltd.</p> <p>November 2006 Appointed as the director of MACP (currently serving)</p> <p>August 2009 Appointed as Audit & Supervisory Board Member of Laox Co., Ltd. (currently Laox Holdings Co., Ltd.)</p> <p>February 2014 National Institute of Advanced Industrial Science and Technology, Program Officer in the Entrepreneurship Support Division (currently the Startup Investment and Support Division, serving)</p> <p>August 2019 Appointed as Representative Director of RSC Corporation</p> <p>September 2019 Appointed as Director of DLE Inc.</p> | (Note) 3 | 20,000 |
| Director | Noboru Matsuoka | October 10, 1954 | <p>April 1979 Joined Daido Corporation</p> <p>June 1989 Joined Instapak Limited Japan (currently as Sealed Air Japan K.K.).</p> <p>December 1993 Assumed position of Head of Japan Branch of the same company.</p> <p>May 2001 Appointed as Representative Director and President of the same company.</p> <p>December 2005 Joined Owens Corning Asia Pacific as General Manager of the Business Integration Headquarters.</p> <p>July 2006 Appointed Representative Director of Owens Corning Japan, Ltd.</p> <p>September 2008 Schott AG (now known as Moritex Corporation). Appointed Vice President for Asia of the Lighting & Imaging Division</p> <p>June 2010 Appointed as Representative Director and President of Scott AG</p> <p>March 2013 Appointed as Executive Vice President at DHL Supply Chain Co., Ltd.</p> <p>October 2013 Appointed as Representative Director and President of DHL Supply Chain Co., Ltd.</p> <p>September 2014 Appointed as Vice Chairman of the Board of Directors of DHL Supply Chain Co., Ltd.</p> <p>November 2014 Appointed as Director of Via Mechanics, Ltd.</p> <p>December 2014 Appointed as Representative Director and President of Via Mechanics, Ltd.</p> <p>April 2017 Appointed as Vice Chairman of the Board of Directors of Via Mechanics, Ltd.</p> <p>September 2017 Appointed as Representative Director and President of StroPack Japan Co., Ltd.</p> <p>December 2018 Appointed as Outside Director of MACP (current)</p> <p>May 2019 Director appointed at Renown Incorporated</p> | (Note) 3 | — |

| Title | Name | Date of Birth | Brief Biography | Term | Number of shares held (shares) | |
|--|--|------------------|-----------------|--|--------------------------------|-------------------|
| Full-time Audit & Supervisory Board Member | Keishi Degawa | April 24, 1955 | April 1984 | Joined Namco Ltd. (currently Bandai Namco Entertainment Inc.) | (Note) 4 | — |
| | | | April 1995 | Head of the Sales Policy Department at the same company | | |
| | | | April 2000 | Head of Western Japan Sales Headquarters at the same company | | |
| | | | April 2001 | Executive Officer, Head of Western Japan Sales Headquarters at the same company | | |
| | | | May 2002 | Executive Officer, Head of the Administration Headquarters at the same company | | |
| | | | April 2004 | The company's Senior Executive Officer and Deputy General Manager of Corporate Strategy | | |
| | | | April 2005 | The company's Executive Officer and Deputy General Manager of Game Development and Home Video Game Software Sales | | |
| | | | April 2007 | Executive Officer and Chief of the President's Office at BANDAI NAMCO Games Inc. (currently BANDAI NAMCO Entertainment Inc.) | | |
| | | | April 2011 | Appointed as Director of Namco Co., Ltd | | |
| | | | October 2016 | Appointed as Audit & Supervisory Board Member of RECOF Corporation (current) | | |
| October 2016 | Appointed as Audit & Supervisory Board Member of RECOF Data Corporation (current) | | | | | |
| December 2016 | Appointed as Audit & Supervisory Board Member of MACP(current) | | | | | |
| Audit & Supervisory Board Member | Yukihiro Fujimoto | October 20, 1961 | April 1989 | Registered as an attorney | (Note) 4 | — |
| | | | September 1993 | Joined Masuda & Ejiri Law Office (currently Nishimura & Asahi Law Office, Foreign Law Joint Venture) | | |
| | | | March 1994 | Joined Sidley Austin LLP (United States) | | |
| | | | January 1997 | Registered as an attorney in New York State, United States | | |
| | | | July 2007 | Partner at Nishimura & Asahi (currently Nishimura & Asahi Foreign Law Joint Enterprise) | | |
| | | | December 2010 | Appointed as an Audit & Supervisory Board Member of MACP (incumbent) | | |
| | | | January 2013 | Partner at City-Yuwa Partners (current position) | | |
| | | | November 2014 | Appointed as Audit & Supervisory Board Member of Agricultural Comprehensive Research Institute, Ltd. (current position) | | |
| August 2016 | Appointed as Supervisory Officer at Japan Renewable Energy Infrastructure Investment Corporation | | | | | |
| December 2022 | Appointed as an Audit & Supervisory Board Member at Bankers Holding Co., Ltd. | | | | | |
| Audit & Supervisory Board Member | Mutsuko Oba | May 19, 1986 | April 2007 | Joined Socié World Corporation. | (Note) 4 | — |
| | | | April 2014 | Joined KPMG AZSA LLC. | | |
| | | | June 2018 | Appointed Standing Audit & Supervisory Board Member of JTOWER Inc. | | |
| | | | June 2018 | Representative Director of Mutsuko Oba Accounting Office (current STARTIS Tax Co.; still serving) | | |
| | | | June 2021 | Appointed External Director of JTOWER Inc. | | |
| | | | December 2021 | Appointed as an external director at Tasky Inc. | | |
| | | | December 2021 | Appointed as External Audit & Supervisory Board Member at PicoCELA, Inc. (current) | | |
| | | | December 2023 | Appointed as the external Audit & Supervisory Board Member of MACP (current) | | |
| April 2024 | Outside Director of Tasuki Holdings Inc. (current) | | | | | |
| June 2025 | Appointed as External Director at OOTOYA Holdings Co., Ltd. (current) | | | | | |
| Total | | | | | | 16,039,720 |

- Notes: 1. Directors Tamiya Nishizawa and Noboru Matsuoka are outside directors.
2. Audit & Supervisory Board Members Takashi Degawa, Yukihiro Fujimoto, and Mutsuko Oba are outside Audit & Supervisory Board Members.
3. The term shall expire at the conclusion of the Annual General Meeting of Shareholders relating to the final business year that ends within one year from December 20, 2024.
4. The term of office shall last until the close of the Annual General Meeting of Shareholders on the final business year ending within four years of December 20, 2024.
5. The “Number of shares held (shares)” is as of the end of September 2025.

- b. MACP is proposing “Election of six (6) Directors” as a proposal to be resolved at the Annual General Meeting of Shareholders to be held on December 25, 2025. If the proposal is approved and passed, the status of MACP officers and their respective terms of office will be as follows.

Male: 8, Female: 1 (Proportion of female executives: 11.1%)

| Title | Name | Date of Birth | Brief Biography | Term | Number of shares held (shares) |
|--|-----------------|-------------------|--|----------|--------------------------------|
| President and Representative Director | Satoru Nakamura | March 30, 1973 | <p>April 1995 October 2005</p> <p>Joined Sekisui House, Ltd. Established the MACP and assumed the position of Representative Director and President (current)</p> <p>October 2016</p> <p>Appointed as Director and General Manager of RECOF Corporation</p> <p>October 2016</p> <p>Appointed as Director and General Manager of RECOF Data Corporation (current)</p> <p>October 2021</p> <p>Appointed as President and Representative Director of RECOF Corporation (current)</p> | (Note) 3 | 13,573,240 |
| Director | Yozo Sogame | June 7, 1975 | <p>October 2005 October 2007</p> <p>Appointed as Director of MACP Appointed as General Manager of the Planning Department in MACP</p> <p>March 2008 September 2008</p> <p>Resigned as Director of MACP Appointed as Director of MACP</p> <p>June 2016</p> <p>Appointed as Director and Managing Director of M&A Advisory Department 1 of MACP</p> <p>October 2018</p> <p>Director and Managing Director of the Planning Department at MACP</p> <p>October 2022</p> <p>Appointed as Director of MACP (Current)</p> | (Note) 3 | 2,100,000 |
| Director, Manager of Alliance Support Department, and Manager of Talent Acquisition & Development Department | Hideaki Okamura | May 22, 1980 | <p>April 2003 April 2007 October 2010</p> <p>Joined Venture Link, Inc. Joined MACP Head of Sales Division 3, Sales Division of MACP</p> <p>October 2017</p> <p>Deputy Managing Director of the M&A Advisory Department 2 of MACP</p> <p>October 2019</p> <p>Executive Officer and Deputy Managing Director of the M&A Advisory Department 2 of MACP</p> <p>October 2022</p> <p>Director and Manager of the Planning Department, MACP</p> <p>December 2022</p> <p>Director and Manager of the Planning Department, MACP</p> <p>October 2023</p> <p>Director and Manager of Alliance Support Department, MACP</p> <p>December 2023</p> <p>Appointed as Director at RECOF Corporation</p> <p>September 2025</p> <p>Director, Manager of Alliance Support Department, and Manager of Talent Acquisition & Development Department, MACP (current)</p> | (Note) 3 | 345,300 |
| Director, Planning and Administration Department, Manager | So Shimoda | February 16, 1988 | <p>April 2011 April 2015 October 2019</p> <p>Joined Fukushima Printing Co., Ltd. Joined MACP Vice President, Chief Accountant</p> <p>December 2020</p> <p>Appointed as Director and Manager of the Planning and Management Department (current)</p> <p>December 2020</p> <p>Appointed as Director of RECOF Corporation (current)</p> <p>December 2020</p> <p>Appointed Director of RECOF Data Corporation (current)</p> | (Note) 3 | 1,180 |

| Title | Name | Date of Birth | Brief Biography | | Term | Number of shares held (shares) |
|----------|-----------------|------------------|---|---|----------|--------------------------------|
| Director | Tamio Nishizawa | June 17, 1943 | <p>April 1966</p> <p>April 1985</p> <p>November 1987</p> <p>November 1990</p> <p>June 1992</p> <p>February 1998</p> <p>March 2000</p> <p>April 2006</p> <p>November 2006</p> <p>August 2009</p> <p>February 2014</p> <p>August 2019</p> <p>September 2019</p> | <p>Joined Japan Finance Corporation for Small and Medium Enterprise (currently Japan Finance Corporation)</p> <p>Joined Yamaichi Securities Company, dispatched to Yamaichi Uninvest Company.</p> <p>Branch Manager of Yamaichi Uniben, Los Angeles Branch</p> <p>President of Yamaichi Finance America Inc.</p> <p>Manager of Investment Consulting Department at Yamaichi Finance Co., Ltd.</p> <p>Appointed as the President and Representative Director at Japan S&T Co., Ltd. (current)</p> <p>Comprehensive Project Manager, New Business Support Department, Small and Medium Enterprise Agency Organization. (Now known as the Organization for Small & Medium Enterprises and Regional Innovation, Japan).</p> <p>Appointed as Representative Director of Kotaki Links Club Co., Ltd.</p> <p>Appointed as the director of MACP (currently serving)</p> <p>Appointed as Audit & Supervisory Board Member of Laox Co., Ltd. (currently Laox Holdings Co., Ltd.)</p> <p>National Institute of Advanced Industrial Science and Technology, Program Officer in the Entrepreneurship Support Division (currently the Startup Investment and Support Division, serving)</p> <p>Appointed as Representative Director of RSC Corporation</p> <p>Appointed as Director of DLE Inc.</p> | (Note) 3 | 20,000 |
| Director | Noboru Matsuoka | October 10, 1954 | <p>April 1979</p> <p>June 1989</p> <p>December 1993</p> <p>May 2001</p> <p>December 2005</p> <p>July 2006</p> <p>September 2008</p> <p>June 2010</p> <p>March 2013</p> <p>October 2013</p> <p>September 2014</p> <p>November 2014</p> <p>December 2014</p> <p>April 2017</p> <p>September 2017</p> <p>December 2018</p> <p>May 2019</p> | <p>Joined Daido Corporation</p> <p>Joined Instapak Limited Japan (currently as Sealed Air Japan K.K.).</p> <p>Assumed position of Head of Japan Branch of the same company.</p> <p>Appointed as Representative Director and President of the same company.</p> <p>Joined Owens Corning Asia Pacific as General Manager of the Business Integration Headquarters.</p> <p>Appointed Representative Director of Owens Corning Japan, Ltd.</p> <p>Schott AG (now known as Moritex Corporation). Appointed Vice President for Asia of the Lighting & Imaging Division</p> <p>Appointed as Representative Director and President of Scott AG</p> <p>Appointed as Executive Vice President at DHL Supply Chain Co., Ltd.</p> <p>Appointed as Representative Director and President of DHL Supply Chain Co., Ltd.</p> <p>Appointed as Vice Chairman of the Board of Directors of DHL Supply Chain Co., Ltd.</p> <p>Appointed as Director of Via Mechanics, Ltd.</p> <p>Appointed as Representative Director and President of Via Mechanics, Ltd.</p> <p>Appointed as Vice Chairman of the Board of Directors of Via Mechanics, Ltd.</p> <p>Appointed as Representative Director and President of StroPack Japan Co., Ltd.</p> <p>Appointed as Outside Director of MACP (current)</p> <p>Director appointed at Renown Incorporated</p> | (Note) 3 | — |

| Title | Name | Date of Birth | Brief Biography | Term | Number of shares held (shares) | |
|--|--|------------------|-----------------|--|--------------------------------|---|
| Full-time Audit & Supervisory Board Member | Keishi Degawa | April 24, 1955 | April 1984 | Joined Namco Ltd. (currently Bandai Namco Entertainment Inc.) | (Note) 4 | - |
| | | | April 1995 | Head of the Sales Policy Department at the same company | | |
| | | | April 2000 | Head of Western Japan Sales Headquarters at the same company | | |
| | | | April 2001 | Executive Officer, Head of Western Japan Sales Headquarters at the same company | | |
| | | | May 2002 | Executive Officer, Head of the Administration Headquarters at the same company | | |
| | | | April 2004 | The company's Senior Executive Officer and Deputy General Manager of Corporate Strategy | | |
| | | | April 2005 | The company's Executive Officer and Deputy General Manager of Game Development and Home Video Game Software Sales | | |
| | | | April 2007 | Executive Officer and Chief of the President's Office at BANDAI NAMCO Games Inc. (currently BANDAI NAMCO Entertainment Inc.) | | |
| | | | April 2011 | Appointed as Director of Namco Co., Ltd | | |
| | | | October 2016 | Appointed as Audit & Supervisory Board Member of RECOF Corporation (current) | | |
| | | | October 2016 | Appointed as Audit & Supervisory Board Member of RECOF Data Corporation (current) | | |
| | | | December 2016 | Appointed as Audit & Supervisory Board Member of MACP(current) | | |
| Audit & Supervisory Board Member | Yukihiro Fujimoto | October 20, 1961 | April 1989 | Registered as an attorney | (Note) 4 | - |
| | | | September 1993 | Joined Masuda & Ejiri Law Office (currently Nishimura & Asahi Law Office, Foreign Law Joint Venture) | | |
| | | | March 1994 | Joined Sidley Austin LLP (United States) | | |
| | | | January 1997 | Registered as an attorney in New York State, United States | | |
| | | | July 2007 | Partner at Nishimura & Asahi (currently Nishimura & Asahi Foreign Law Joint Enterprise) | | |
| | | | December 2010 | Appointed as an Audit & Supervisory Board Member of MACP (incumbent) | | |
| | | | January 2013 | Partner at City-Yuwa Partners (current position) | | |
| | | | November 2014 | Appointed as Audit & Supervisory Board Member of Agricultural Comprehensive Research Institute, Ltd. (current position) | | |
| August 2016 | Appointed as Supervisory Officer at Japan Renewable Energy Infrastructure Investment Corporation | | | | | |
| December 2022 | Appointed as an Audit & Supervisory Board Member at Bankers Holding Co., Ltd. | | | | | |
| Audit & Supervisory Board Member | Mutsuko Oba | May 19, 1986 | April 2007 | Joined Socié World Corporation. | (Note) 4 | - |
| | | | April 2014 | Joined KPMG AZSA LLC. | | |
| | | | June 2018 | Appointed Standing Audit & Supervisory Board Member of JTOWER Inc. | | |
| | | | June 2018 | Representative Director of Mutsuko Oba Accounting Office (current STARTIS Tax Co.; still serving) | | |
| | | | June 2021 | Appointed External Director of JTOWER Inc. | | |
| | | | December 2021 | Appointed as an external director at Tasky Inc. | | |
| | | | December 2021 | Appointed as External Audit & Supervisory Board Member at PicoCELA, Inc. (current) | | |
| | | | December 2023 | Appointed as the external Audit & Supervisory Board Member of MACP (current) | | |
| | | | April 2024 | Outside Director of Tasuki Holdings Inc. (current) | | |
| June 2025 | Appointed as External Director at OOTOYA Holdings Co., Ltd. (current) | | | | | |
| Total | | | | | 16,039,720 | |

- Notes: 1. Directors Tamiya Nishizawa and Noboru Matsuoka are outside directors.
2. Audit & Supervisory Board Members Takashi Degawa, Yukihiro Fujimoto, and Mutsuko Oba are outside Audit & Supervisory Board Members.
3. The term shall expire at the conclusion of the Annual General Meeting of Shareholders

relating to the final business year that ends within one year from December 25, 2025.

4. The term of office shall last until the close of the Annual General Meeting of Shareholders on the final business year ending within four years of December 20, 2024.
5. The “Number of shares held (shares)” is as of the end of September 2025.

B. Status of outside officers

MACP has appointed two outside directors and three outside Audit & Supervisory Board Members.

Outside Director Tamio Nishizawa, who owns 20,000 shares of MACP's stock, has no personal, capital, transactional, or other interests with the company aside from this.

Mr. Yukihiro Fujimoto, an outside Audit & Supervisory Board Members, is an attorney at City-Yuwa Partners and also serves as an officer in other companies; however, there are no special interests between MACP and the law firm mentioned.

Ms. Mutsuko Oba, an outside Audit & Supervisory Board Members, serves as a director at OOTOYA Holdings Co., Ltd. and concurrently holds positions as an officer in other companies; however, there are no special interests between MACP and the company mentioned above.

Outside Director Tamio Nishizawa provides advice and suggestions to enhance the rationality and appropriateness of the Board of Directors' decisions through his attendance and active participation in meetings. He draws on his extensive experience in the financial industry and his roles as a director or Audit & Supervisory Board Members in other companies.

With extensive experience as a director at major manufacturing firms both domestically and internationally, and with the insights gained during his tenure, Norio Matsuoka, currently an outside director, is deemed to be capable of providing appropriate advice in Board of Directors decision-making and fulfilling his supervisory function as an outside director effectively.

Mr. Keishi Degawa, an outside Audit & Supervisory Board Members, has extensive experience in managing departments of publicly traded companies and offers advice and recommendations on overall business operations, including attending board meetings and other key gatherings.

Mr. Yukihiro Fujimoto, an outside Audit & Supervisory Board Members, has specialized legal expertise as a lawyer and mainly offers advice and recommendations on legal issues, including compliance.

As an outside Audit & Supervisory Board Members, Mutsuko Oba, a certified public accountant with specialized accounting expertise and extensive experience as a director or Audit & Supervisory Board Members in other companies, offers advice and suggestions mainly on corporate finance and accounting matters.

MACP does not explicitly set standards or policies regarding the independence of outside officers; however, we establish the appointment criteria for outside officers as having expertise and experience in finance, accounting, legal affairs, compliance, and other relevant fields.

Additionally, outside directors Tamio Nishizawa and Noboru Matsuoka, along with outside Audit & Supervisory Board Members Keishi Degawa, Yukihiro Fujimoto, and Mutsuko Oba, who satisfy the criteria for independent officers as defined by the Tokyo Stock Exchange, are recognized as independent officers.

C. The mutual collaboration among the supervision or audit by outside directors or outside Audit & Supervisory Board Members, internal audits, audits by the Audit & Supervisory Board Members, and accounting audits, as well as the relationship with the internal control department.

Outside directors provide necessary comments from an independent standpoint and perspective based

on their experience to ensure the appropriateness and validity of the Board of Directors' decision-making, thereby overseeing the execution of operations.

Outside Audit & Supervisory Board Members, drawing from their respective areas of expertise, make comments and exercise oversight to ensure the propriety and soundness of the board of directors' decision-making.

Outside directors and outside Audit & Supervisory Board Members receive reports on Audit & Supervisory Board Members' audits, internal audits, and accounting audits through meetings of the Board of Directors or the Audit & Supervisory Board, and they collaborate as needed during these meetings.

(3) Audit situation

A. Status of audit by the Audit & Supervisory Board

Regarding the audits conducted by members of the Audit & Supervisory Board at MACP, we assign individuals with extensive leadership experience at publicly traded companies and deep knowledge of business management as full-time members. Additionally, we appoint lawyers and certified public accountants as part-time members of the Audit & Supervisory Board. They oversee audits related to the execution of operations by our directors and each department. Furthermore, since the full-time Audit & Supervisory Board Member also serves as an Audit & Supervisory Board Member of subsidiaries, this helps ensure audits are conducted efficiently and effectively.

The Audit & Supervisory Board is generally held once a month and has been convened a total of 13 times during this fiscal year. The attendance record for each Audit & Supervisory Board Members is as follows.

| Name | Number of Meetings Held | Number of Meetings Attended |
|-------------------|-------------------------|-----------------------------|
| Keishi Degawa | 13 | 13 |
| Yukihiro Fujimoto | 13 | 13 |
| Mutsuko Oba | 13 | 13 |

The main issues for the Audit & Supervisory Board to review include audit policies and plans, the development and operation of internal control systems, the effectiveness of compliance measures, the reliability of disclosure documents, the oversight of subsidiaries, and the appropriateness of the Accounting auditors' methods and results.

The full-time Audit & Supervisory Board Member conducts interim audits in accordance with the audit policies and plans set by the Audit & Supervisory Board. They evaluate how the Directors perform their duties by attending meetings of the Board of Directors, the Management Committee, the Compliance Committee, and other key gatherings. They also review important documents, such as approval request forms, and interview Directors, Executive Officers, and departments involved in business operations, including the internal audit division. Additionally, the full-time Audit & Supervisory Board Member aims to understand the management control environment by participating in sales meetings and discussions with the management team. Moreover, the full-time Audit & Supervisory Board Member serves concurrently as an Audit & Supervisory Board Member for major subsidiaries, attends the subsidiaries' Board of Directors meetings and other critical events, and oversees the development and operation of the internal control system within the corporate group through interviews with subsidiary directors and staff, as well as exchanges of opinions with the internal audit department.

The Audit & Supervisory Board Member participates in Board of Directors meetings and Audit & Supervisory Board meetings, as well as engaging in discussions with the representative director,

accounting auditors, and internal auditors. They also ensure timely and effective communication with the full-time Audit & Supervisory Board Member, offering objective opinions and advice based on their professional expertise.

B. Status of internal audit

MACP has established regulations for internal audits, appointed two internal auditors, and is committed to streamlining management and improving efficiency. This commitment is demonstrated by conducting operational audits across various departments to prevent fraud and errors. Specifically, internal auditors chosen from the Planning and Management Department conduct audits of departments outside of that department, including subsidiaries. Conversely, audits of the Planning and Management Department are carried out by internal auditors selected from other departments. Based on these results, we continually assess the effectiveness of our internal controls and seek opportunities for business improvements.

Additionally, the internal auditor consults with Audit & Supervisory Board Member and the accounting auditor during the development of the annual internal audit plan to ensure a cohesive internal audit system. The internal auditor also issues an audit report based on the internal audit findings, highlighting areas for improvement to the audited departments, and submits these results to the President and Representative Director and the Board of Directors. The internal audit results are also continually reported to the full-time Audit & Supervisory Board Member.

In addition, collaboration is established among the three parties, such as the full-time Audit & Supervisory Board Member directly receiving reports on the audit from the accounting auditor, to conduct more efficient audits.

C. Status of accounting audit

a. Name of the audit firm

Ernst & Young ShinNihon LLC

b. Duration of continuous audit engagement

14 years

c. Certified public accountant in charge of executing duties

Designated Limited Liability Partner, Executive Member: Ryogo Ichikawa

Designated Limited Liability Partner, Executive Member: Manabu Yamaguchi

d. Composition of assistants related to auditing duties

Certified Public Accountants: 6

Others: 7

e. Policy and reasons for selecting the audit firm

The reason we chose Ernst & Young ShinNihon LLC as our accounting auditor is that the firm possesses the expertise, independence, and suitability necessary for our company's auditor role. It is also considered to have the necessary systems in place to ensure our audits are conducted legitimately and adequately.

The Audit & Supervisory Board shall decide on the agenda regarding the dismissal or non-

reappointment of the Accounting Auditor in cases where there is an obstacle to their duties or when it is deemed necessary for other reasons. The Board of Directors shall then submit this agenda to the General Meeting of Shareholders based on the decision by the Audit & Supervisory Board.

Furthermore, the Audit & Supervisory Board must dismiss the accounting auditor with the approval of all Audit & Supervisory Board Members if it determines that the auditor falls under any of the items specified in Article 340, Paragraph 1 of the Companies Act. In such cases, the Audit & Supervisory Board Members appointed by the board must report to the first general meeting of shareholders after the dismissal about the reason for the dismissal of the accounting auditor.

- f. Evaluation of auditing firms by Audit & Supervisory Board Members and the Audit & Supervisory Board
The Audit & Supervisory Board Members and the Audit & Supervisory Board review the appropriateness and validity of audits during quarterly meetings with the audit firm.

Audit Remuneration Detail, etc.

- a. Remuneration for Certified Public Accountants, etc.

| Thousands of yen | | | | |
|---------------------------|----------------------------------|------------------------|----------------------------------|------------------------|
| Category | Previous fiscal year | | Current fiscal year | |
| | For audit certification services | For non-audit services | For audit certification services | For non-audit services |
| Reporting company | 32,500 | – | 41,500 | – |
| Consolidated subsidiaries | – | – | – | – |
| Total | 32,500 | – | 41,500 | – |

- b. Compensation paid to the same network as the certified public accountants, etc. (excluding a.)

There are no pertinent items.

- c. Details of fees based on other significant audit attestation services

There are no applicable items.

- d. Policy for determining the audit fee

It is determined comprehensively based on the audit days required as proposed by the audit firm, the audit content, and the scale of MACP.

- e. Reasons for the Audit & Supervisory Board's agreement on the accounting auditor's compensation, etc.

The reason the Audit & Supervisory Board of MACP approved the remuneration for the accounting auditor proposed by the Board of Directors under Article 399, Paragraph 1 of the Companies Act is due to a review based on obtaining materials and reports from internal related departments and the accounting auditor regarding the audit plan content, the status of past audit execution, and the basis for fee calculations.

(4) Remuneration, etc. for officers

A. Matters related to the policy concerning the determination of the amount of officers' compensation or the method of calculating it

The maximum compensation for directors was set at ¥2 billion annually for five members at the time of the resolution during the Ordinary General Meeting of Shareholders held on December 22, 2021. The maximum compensation for Audit & Supervisory Board Members was set at ¥20 million annually for three members at the time of the resolution, which was made during the same meeting held on December 22, 2017.

At the Board of Directors meeting on February 12, 2021, MACP approved the policy for determining individual remuneration details for directors. The contents of this remuneration policy are as follows.

a. Basic Policy of the Compensation System

For directors, excluding outside and non-full-time directors, there will be both fixed monetary compensation and performance-linked monetary compensation that provide strong incentives aligned with MACP Group's sustainable growth and corporate value enhancement. The aim is to promote management policies that support effective business execution and improve the company's performance while achieving medium-term management goals. However, for outside directors, the remuneration system will consist only of fixed monetary compensation to ensure their oversight and supervisory effectiveness.

The compensation for directors is based on their contributions to MACP and aims to be competitive in attracting talent.

b. Policy for Determining the Amount of Fixed Compensation or its Calculation Method.

The fixed remuneration for directors shall be monetary compensation determined by taking into account the director's position and their contribution to performance.

c. Policy on Determination of Amounts and Method of Calculation for Performance-Linked Compensation

Performance-linked compensation (bonuses) shall be paid to directors (excluding non-full-time directors).

The amount of performance-based compensation for each director is determined based on the company's ordinary profit for the half-year period, aiming to provide a strong incentive to improve the company's performance and meet medium-term management goals. When deciding the amount, consideration is given to the director's contribution to profit generation during that half-year, the implementation of measures to achieve medium-term management goals, and the outcomes achieved. As of the end of March 2025, the accumulated operating profit based on the initial figure was ¥4,607 million, and as of the end of September 2025, it reached ¥8,030 million.

d. Policies Regarding the Determination of the Proportions of Fixed Compensation Amounts and Performance-Linked Compensation Amounts within Individual Remuneration for Directors

To secure talented personnel and provide strong incentives for contributions to MACP's performance, the weighting of performance-linked compensation will be increased according to the contribution level of each director to MACP's performance.

e. Policy Regarding the Timing or Conditions for Granting Compensation, etc.

Fixed compensation is paid monthly during the term of office. The performance-linked compensation is paid after the determination of the company's performance and individual evaluations for the relevant half-year, contingent upon a resolution at a meeting of the Board of Directors concerning the method of calculating the total amount of performance-linked compensation to be received by directors (excluding non-full-time directors) once every six months.

f. Matters Related to the Delegation of Decision-making Regarding Individual Compensation, etc. for Directors

Regarding the amount of individual fixed compensation for directors, the presence or absence of performance-linked compensation payments, and the determination of individual payment amounts for directors, these are delegated to the Remuneration Committee by resolution of the Board of Directors, within the scope of the total amount of compensation, etc., determined by resolution of the General Meeting of Shareholders.

The Board of Directors appoints the members of the Remuneration Committee to discuss and determine compensation issues. The committee shall include at least three directors, such as the Representative Director and President, and at least one outside director.

To ensure that the Remuneration Committee properly exercises its authority, our structure allows full-time Audit & Supervisory Board Members to attend meetings, in addition to the committee members, including outside directors. This is designed to improve transparency of the discussions and to secure appropriate involvement and advice from outside directors.

Since the individual remuneration, etc., for directors is determined through these procedures, the Board of Directors assesses whether the content aligns with the above decision policy and is appropriate.

B. Total Amount of Compensation, etc. by Officer Category, Total Amount by Type of Compensation, etc., and Number of Officers Concerned

| Officer category | Total compensation (Thousand yen) | Total amount by type of compensation, etc. (Thousand yen) | | | Number of officers concerned (Persons) |
|--|-----------------------------------|---|---------------|--------|--|
| | | Basic Compensation | Share Options | Bonus | |
| Director | 110,485 | 48,390 | — | 62,095 | 4 |
| Outside Director | 7,200 | 7,200 | — | — | 2 |
| Outside Audit & Supervisory Board Member | 15,000 | 15,000 | — | — | 3 |

Notes:

1. There are no retirement benefits for directors.
2. The above includes provision for directors' bonuses attributable to this fiscal year.

C. Significant Personnel Salary Payments to Employees Concurrently Serving as Officers

There are no applicable items.

(5). Shareholding situation

A. Classification Criteria and Policy for Investment Shares

MACP does not engage in share investments for purely investment reasons. Suppose shares are held for reasons other than pure investment. In that case, it is only done when mutual benefits and increased corporate value are expected through business alliances and collaborations within the MACP Group.

B. Investment Shares Held for Purposes Other than Pure Investment

a. The methods to verify the holding policy and holding rationale, as well as the content of examinations by the board of directors regarding the suitability of holding individual stocks.

For investment securities held for purposes other than simply investing, MACP assesses whether they serve a key strategic role, such as building and strengthening relationships with investee companies, and makes comprehensive judgments. We also evaluate whether to continue holding such securities based on this policy.

b. Number of Stocks and Balance Sheet Valuation Amount

| | Number of stocks | Balance sheet valuation amount (Thousand yen) |
|--------------------------------------|------------------|--|
| Stocks other than unlisted stocks | 1 | 1,658,075 |

(Stocks with a decrease in number of shares during the fiscal year under review)

There are no applicable items.

(Stocks with a decreased number of shares during the current fiscal year)

There are no applicable items.

There are no applicable items.

c. Information on the number of shares by stock name for specified investment shares and deemed-held shares, and amounts recorded on the balance sheet.

Specified investment shares

| Stocks | The fiscal year under review | Previous fiscal year | Holding purpose, outline of business alliances, etc. Quantitative effects of holding and reasons for the increase in the number of shares | Ownership of MACP's shares |
|--------------------------|---|---|---|----------------------------|
| | Number of shares | Number of shares | | |
| | Recorded amount on balance sheet (thousand yen) | Recorded amount on balance sheet (thousand yen) | | |
| | 2,287,000 | 2,287,000 | | |
| Frontier Management Inc. | 1,658,075 | 2,819,871 | Newly acquired and held for building and strengthening medium- to long-term relationships. Alliances in place involving client referrals for various consulting and management execution support (executive staffing) services, as well as collaboration on M&A-related needs. (Note) | None |

Note: We do not conduct quantitative measurement of the holding effect, as the purpose of holding is for the construction and enhancement of medium- to long-term relationships. We evaluate the rationality of holding based on the timely examination of associated risks and costs.

Deemed-held shares

Not applicable.

C. Investment shares held for the purpose of pure investment

Not applicable.

V. Financial Information

1. Preparation Methods of Consolidated and Non-consolidated Financial Statements

- (1) The consolidated financial statements of M&A Capital Partners Co., Ltd. are prepared by the International Financial Reporting Standards (hereinafter referred to as "IFRS") based on the provisions of Article 312 of the "Regulation on Terminology, Forms and Preparation Methods of Consolidated Financial Statements" (Ministry of Finance Order No. 28 of October 30, 1976, hereinafter referred to as the "Regulations on Consolidated Financial Statements.")
- (2) The non-consolidated financial statements are prepared following the "Regulation on Terminology, Forms, and Preparation Methods of Financial Statements" (Ministry of Finance Order No. 59 of November 27, 1963, hereinafter referred to as the "Regulations on Financial Statements"). Furthermore, MACP qualifies as a "special company submitting financial statements" and prepares financial statements following the provisions of Article 127 of the Regulations on Financial Statements.

2. Regarding Audit Certification

Following the provisions of Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948), Ernst & Young ShinNihon LLC has audited MACP's consolidated financial statements for the consolidated accounting fiscal year (from October 1, 2024, to September 30, 2025) and the financial statements for the business year (from October 1, 2024, to September 30, 2025).

3. Special Efforts to Ensure the Appropriateness of Consolidated Financial Statements, etc.

MACP implements specific measures to ensure the appropriateness of its consolidated financial statements, etc. Specifically, it has joined the Financial Accounting Standards Foundation(FASF) to establish a system capable of appropriately understanding the content of accounting standards and accurately responding to changes in accounting standards, etc. Additionally, it participates in seminars hosted by audit firms and subscribes to specialized financial and accounting publications.

4. Establishment of a Structure to Enable the Proper Preparation of Consolidated Financial Statements, etc., under IFRS

MACP consistently acquires press releases and standards published by the International Accounting Standards Board to stay informed about the latest standards. Moreover, MACP formulates group accounting policies, etc., in compliance with IFRS and develops a system capable of properly preparing consolidated financial statements, following IFRS.

1. Consolidated financial statements, etc.

(1). Consolidated financial statements

A. Consolidated Statement of Financial Position

(Thousands of yen)

| | Notes | Transition date (October 1, 2023) | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
|-----------------------------|--------|--------------------------------------|--|---|
| Assets | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | 7 | 35,255,168 | 35,146,881 | 16,243,092 |
| Time deposits | | 4,000,000 | 4,000,000 | 30,000,000 |
| Trade and other receivables | 8 | 247,117 | 1,191,236 | 270,446 |
| Income taxes receivable | | 124,647 | 0 | 19,200 |
| Other financial assets | 9 | – | 6,709 | 5,581 |
| Other current assets | 10 | 369,211 | 294,543 | 377,771 |
| Total current assets | | 39,996,143 | 40,639,371 | 46,916,092 |
| Non-current assets: | | | | |
| Property and equipment | 11, 14 | 1,229,486 | 1,130,691 | 923,822 |
| Intangible assets | 12, 14 | 149,395 | 125,915 | 91,605 |
| Right-of-use assets | 13, 14 | 5,894,007 | 4,651,133 | 2,702,901 |
| Other financial assets | 9 | 1,212,866 | 4,020,801 | 2,877,559 |
| Deferred tax assets | 15 | 994,034 | 1,193,981 | 2,228,747 |
| Other non-current assets | 10 | 51,030 | 29,582 | 33,162 |
| Total non-current assets | | 9,530,819 | 11,152,105 | 8,857,799 |
| Total assets | | 49,526,963 | 51,791,477 | 55,773,891 |

| | Notes | Transition date (October 1, 2023) | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
|--|-------|--------------------------------------|--|--|
| Liabilities and equity | | | | |
| Liabilities | | | | |
| Current liabilities: | | | | |
| Contract liabilities | 23 | 649,302 | 1,063,746 | 1,376,701 |
| Trade and other payables | 16 | 1,957,554 | 2,677,573 | 2,677,782 |
| Lease liabilities | 13,17 | 1,059,880 | 1,173,077 | 1,194,361 |
| Income taxes payable | | 1,808,327 | 684,722 | 1,323,786 |
| Provisions | 18 | – | 5,228 | 5,230 |
| Other current liabilities | 19 | 928,436 | 1,044,203 | 1,453,196 |
| Total current liabilities | | 6,403,501 | 6,648,550 | 8,031,058 |
| Non-current liabilities: | | | | |
| Lease liabilities | 13,17 | 4,184,342 | 3,038,309 | 1,915,761 |
| Liabilities related to post-employment benefits | 20 | 149,377 | 109,863 | 79,065 |
| Other financial liabilities | | 2,533 | 2,458 | 1,536 |
| Provisions | 18 | 906,373 | 909,412 | 913,022 |
| Deferred tax liabilities | 15 | 58,097 | 41,419 | 504,851 |
| Other non-current liabilities | 19 | 1,195,667 | 1,023,101 | 1,044,984 |
| Total non-current liabilities | | 6,496,391 | 5,124,565 | 4,459,222 |
| Total liabilities | | 12,899,892 | 11,773,116 | 12,490,280 |
| Equity | | | | |
| Share capital | 21 | 2,916,189 | 2,916,189 | 2,916,189 |
| Capital surplus | 21 | 2,863,831 | 2,863,831 | 2,863,831 |
| Retained earnings | 21 | 30,366,661 | 33,774,617 | 37,630,041 |
| Treasury shares | 21 | (353) | (353) | (419) |
| Share options | 29 | 480,741 | 302,906 | 511,481 |
| Other components of equity | 21 | – | 161,168 | (637,513) |
| Total equity attributable to owners of the parent | | 36,627,070 | 40,018,360 | 43,283,611 |
| Total equity | | 36,627,070 | 40,018,360 | 43,283,611 |
| Total liabilities and equity | | 49,526,963 | 51,791,477 | 55,773,891 |

B. Consolidated Statement of Income and Consolidated Statement of Comprehensive Income

Consolidated Statement of Income

(Thousands of yen)

| | Notes | Previous Consolidated Fiscal Year From October 1, 2023 to September 30, 2024) | Consolidated Fiscal Year Under Review From October 1, 2024 to September 30, 2025 |
|--|-------|---|---|
| Total revenue | 23 | 19,166,533 | 22,448,727 |
| Cost of sales | 24 | 6,858,086 | 8,295,024 |
| Gross profit | | 12,308,446 | 14,153,703 |
| Selling, general and administrative expenses | 24 | 5,812,546 | 6,205,486 |
| Other income | | 3,121 | 3,658 |
| Other expenses | 25 | 1,705 | 825,196 |
| Operating profit | | 6,497,315 | 7,126,678 |
| Other finance income | 26 | 4,669 | 98,127 |
| Other finance costs | 26 | 28,154 | 22,758 |
| Profit before taxes | | 6,473,830 | 7,202,047 |
| Corporate income tax expense | 15 | 1,962,797 | 2,131,505 |
| Profit for the period | | 4,511,032 | 5,070,542 |
| Profit attributable to: | | | |
| Owners of the parent company | | 4,511,032 | 5,070,542 |
| Earnings per share for the period | | | |
| Basic earnings per share (Yen) | 28 | 142.04 | 159.66 |
| Diluted earnings per share (Yen) | 28 | 140.08 | 157.16 |

Consolidated Statement of Comprehensive Income

(Thousands of yen)

| | Notes | Previous Consolidated Fiscal Year From October 1, 2023, to September 30, 2024 | Consolidated Fiscal Year Under Review From October 1, 2024, to September 30, 2025 |
|--|-------|--|--|
| Profit for the period | | 4,511,032 | 5,070,542 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of defined benefit plans | 27 | 7,640 | 3,265 |
| Financial assets measured at fair value through other comprehensive income | 27 | 162,813 | (797,344) |
| Total items that will not be reclassified to net income | | 170,454 | (794,079) |
| Items that may be reclassified to net income | | | |
| Foreign currency translation adjustments | 27 | (1,645) | (971) |
| Total items that may be reclassified to net income | | (1,645) | (971) |
| Total other comprehensive income | | 168,808 | (795,051) |
| Comprehensive income | | 4,679,841 | 4,275,491 |
| Comprehensive income attributable to: | | | |
| Owners of the parent company | | 4,679,841 | 4,275,491 |

C. Consolidated Statement of Changes in Equity

Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024)

(Thousands of yen)

| | Equity attributable to owners of the parent | | | | | | Other components of equity | | | Total equity | |
|---|---|---------------|-----------------|-------------------|-----------------|---------------|---|--|--|--------------|-------------|
| | Note | Share capital | Capital surplus | Retained earnings | Treasury shares | Share options | Remeasurements of defined benefit plans | Financial assets measured at fair value through other comprehensive income | Foreign currency translation adjustments | | Subtotal |
| Balance at the beginning of the period | | 2,916,189 | 2,863,831 | 30,366,661 | (353) | 480,741 | - | - | - | - | 36,627,070 |
| Profit for the period | | - | - | 4,511,032 | - | - | - | - | - | - | 4,511,032 |
| Other comprehensive income | | - | - | - | - | - | 7,640 | 162,813 | (1,645) | 168,808 | 168,808 |
| Comprehensive income | | - | - | 4,511,032 | - | - | 7,640 | 162,813 | (1,645) | 168,808 | 4,679,841 |
| Purchase of treasury shares | | - | - | - | - | - | - | - | - | - | - |
| Dividends | 22 | - | - | (1,270,344) | - | - | - | - | - | - | (1,270,344) |
| Changes in share options | 29 | - | - | 159,626 | - | (177,834) | - | - | - | - | (18,208) |
| Reclassification adjustment | | - | - | 7,640 | - | - | (7,640) | - | - | (7,640) | - |
| Total transactions with owners and others | | - | - | (1,103,077) | - | (177,834) | (7,640) | - | - | (7,640) | (1,288,552) |
| Balance at the end of the period | | 2,916,189 | 2,863,831 | 33,774,617 | (353) | 302,906 | - | 162,813 | (1,645) | 161,168 | 40,018,360 |

Consolidated Fiscal Year Under Review (from October 1, 2024, to September 30, 2025)

(Thousands of yen)

| | Equity attributable to owners of the parent | | | | | | Other components of equity | | | Total equity | |
|---|---|---------------|-----------------|-------------------|-----------------|---------------|---|--|--|--------------|-------------|
| | Note | Share capital | Capital surplus | Retained earnings | Treasury shares | Share options | Remeasurements of defined benefit plans | Financial assets measured at fair value through other comprehensive income | Foreign currency translation adjustments | | Subtotal |
| Balance at the beginning of the period | | 2,916,189 | 2,863,831 | 33,774,617 | (353) | 302,906 | - | 162,813 | (1,645) | 161,168 | 40,018,360 |
| Profit for the period | | - | - | 5,070,542 | - | - | - | - | - | - | 5,070,542 |
| Other comprehensive income | | - | - | - | - | - | 3,265 | (797,344) | (971) | (795,051) | (795,051) |
| Comprehensive income | | - | - | 5,070,542 | - | - | 3,265 | (797,344) | (971) | (795,051) | 4,275,491 |
| Purchase of treasury shares | | - | - | - | (66) | - | - | - | - | - | (66) |
| Dividends | 22 | - | - | (1,270,344) | - | - | - | - | - | - | (1,270,344) |
| Changes in share options | 29 | - | - | 51,595 | - | 208,574 | - | - | - | - | 260,170 |
| Reclassification adjustment | | - | - | 3,630 | - | - | (3,265) | (365) | - | (3,630) | - |
| Total Transactions with owners and others | | - | - | (1,215,117) | (66) | 208,574 | (3,265) | (365) | - | (3,630) | (1,010,240) |
| Balance at the end of the period | | 2,916,189 | 2,863,831 | 37,630,041 | (419) | 511,481 | - | (634,896) | (2,616) | (637,513) | 43,283,611 |

D. Consolidated Statement of Cash Flows

| | | (Thousands of yen) | |
|--|-------|--|---|
| | Notes | Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (October 1, 2024, to September 30, 2025) |
| Cash flows from operating activities | | | |
| Profit before tax | | 6,473,830 | 7,202,047 |
| Depreciation and amortization | | 1,483,515 | 1,486,530 |
| Impairment losses | 14 | – | 823,228 |
| Finance income and finance costs | 26 | 23,484 | (75,369) |
| Loss on retirement of fixed assets | | 422 | 299 |
| Decrease (increase) in trade and other receivables | | (922,365) | 1,004,097 |
| Increase (decrease) in trade and other payables | | 718,393 | (3,553) |
| Decrease (increase) in other assets | | 95,628 | (64,606) |
| Increase (decrease) in other liabilities | | (56,799) | 430,876 |
| Increase (decrease) in retirement benefit liability | | (29,039) | (27,685) |
| Increase (decrease) in contract liabilities | | 414,444 | 312,955 |
| Other | | 58,015 | 155,098 |
| Subtotal | | 8,259,531 | 11,243,918 |
| Interest received | | 4,000 | 45,473 |
| Interest paid | | (22,760) | (17,848) |
| Income taxes paid | | (3,336,810) | (1,740,262) |
| Net cash provided by (used in) operating activities | | 4,903,960 | 9,531,280 |
| Cash flows from investing activities | | | |
| Purchase of investment securities | | (2,585,201) | – |
| Purchase of property, plant and equipment | | (63,947) | (51,193) |
| Purchase of intangible assets | | (27,782) | (32,162) |
| Payments into time deposits | | (4,000,000) | (30,000,000) |
| Proceeds from withdrawal of time deposits | | 4,000,000 | 4,000,000 |
| Payments of leasehold and guarantee deposits | | (5,923) | (21,404) |
| Proceeds from refund of leasehold and guarantee deposits | | 2,024 | 2,283 |
| Net cash provided by (used in) investing activities | | (2,680,830) | (26,102,477) |
| Cash flows from financing activities | | | |
| Purchase of treasury shares | | – | (66) |
| Repayments of lease liabilities | 17 | (1,060,029) | (1,192,883) |
| Proceeds from issuance of share options | | – | 131,292 |
| Dividends paid | | (1,269,815) | (1,270,036) |
| Net cash provided by (used in) financing activities | | (2,329,844) | (2,331,694) |
| Effect of exchange rate changes on cash and cash equivalents | | (1,572) | (898) |
| Net increase (decrease) in cash and cash equivalents | | (108,286) | (18,903,789) |
| Beginning balance of cash and cash equivalents | | 35,255,168 | 35,146,881 |
| Ending balance of cash and cash equivalents | 7 | 35,146,881 | 16,243,092 |

Notes to Consolidated Financial Statements

1. Reporting Entity

M&A Capital Partners Co., Ltd. (hereinafter referred to as "MACP") is a stock company in Japan. MACP's address is 2-2-1, Yaesu, Chuo-ku, Tokyo. MACP's consolidated financial statements comprise MACP and its consolidated subsidiaries (hereinafter referred to as "MACP Group").

MACP Group primarily engages in M&A-related services, including brokerage, advisory, database provision, and media operations. While primarily focusing on domestic M&A transactions, MACP Group expands its services to support a wide range of M&A activities, including takeover bids (TOBs), carve-out transactions of listed companies, and cross-border mergers and acquisitions (M&As).

2. Basis of Preparation

- (1) Compliance of the consolidated financial statements with IFRS and matters related to its first-time adoption.

Since the consolidated financial statements fulfill the requirements for a "specified company complying with any designated international accounting standards" under Article 1, section 2 of the Regulations on Consolidated Financial Statements, MACP prepares its consolidated financial statements according to IFRS, as per the provisions of Article 312. MACP Group applies IFRS for the first time for the fiscal year ending September 30, 2025, with the transition date to IFRS being October 1, 2023.

In transitioning to IFRS, MACP is applying IFRS 1, "First-time Adoption of International Financial Reporting Standards" (hereinafter referred to as "IFRS 1"). Moreover, "34. First-time Adoption of IFRS" describes the impact of transitioning to IFRS on MACP Group's financial position, results of operations, and cash flow status.

President and Representative Director Satoru Nakamura approved the consolidated financial statements on December 24, 2025.

- (2) Basis of measurement

The consolidated financial statements are prepared on a historical cost basis, except for financial instruments measured at fair value.

- (3) Functional currency and presentation currency

The consolidated financial statements are presented in the Japanese yen, MACP's functional currency. Amounts are shown in thousands of yen, with truncated digits below the unit.

3. Significant Accounting Policies

(1) Basis of consolidation

Subsidiaries

The consolidated financial statements include all subsidiaries. A subsidiary is a company that the MACP Group controls. MACP considers that the MACP Group controls an investee entity only when it has all the following elements:

- Power over the investee
- Exposure or rights to variable returns as a result of involvement with the investee
- The ability to use power over the investee to affect the amount of the investee's returns

Whether MACP Group maintains control is comprehensively determined based on the situation of voting rights or similar rights, the contractual details relating to investment entities, and similar factors.

The revenue and expenses of subsidiaries are included in the consolidated financial statements from the date of acquisition.

The fiscal year-ends of the subsidiaries align with MACP. MACP and its subsidiaries use consistent accounting policies for similar transactions and events under similar circumstances.

The balances, transaction volume, revenues, and expenses within MACP Group have been offset against each other in full, except in cases deemed insignificant.

(2) Business combinations

Business combinations are accounted for using the acquisition method.

The purchase consideration is measured at the aggregate of the acquisition-date fair values of assets transferred, liabilities assumed, and equity instruments issued by the acquirer.

The identified assets and liabilities of the acquired company, with certain exceptions, are measured at their fair value as of the acquisition date, in accordance with the requirements of IFRS 3 "Business Combinations."

Goodwill is measured as the excess amount when the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interests in the acquiree, exceed the net amount of identifiable assets acquired and liabilities assumed as of the acquisition date. If this difference is negative, it is immediately recognized as a net loss.

MACP selects the proper method to measure the non-controlling interests for each business combination, either at fair value or based on the proportionate share of the recognized amount of identifiable net assets. Acquisition-related costs incurred for achieving a business combination are recognized as an expense when incurred.

In addition, for business combinations between entities under common control, which means that all the combining entities or businesses are ultimately controlled by the same party before and after the business combination and that control is not temporary, MACP Group accounts for them based on carrying amounts.

(3) Foreign exchange translation

A. Functional currency and presentation currency

The financial statements for each company in MACP Group are prepared in their respective functional currencies. MACP Group's consolidated financial statements are presented in Japanese yen, its functional currency.

B. Foreign currency transactions

Foreign currency transactions are translated into functional currency at the spot exchange rate on the transaction date when initially recognized. Monetary items denominated in foreign currencies at the end of the period are translated into the functional currency using the exchange rate at the fiscal year-end. Non-monetary items denominated in foreign currencies measured at historical cost are translated using the exchange rate at the transaction date. In contrast, those measured at fair value are translated using the exchange rate as of the date the fair value was determined.

Exchange differences arising from monetary items are recognized in profit or loss for the period in which they occur. MACP acknowledges the exchange differences in other comprehensive income when gains or losses on non-monetary items are recognized in this component.

C. Foreign operations

The assets and liabilities of foreign operations are translated at the exchange rate prevailing as of the balance sheet date, and income and expenses are translated at the average exchange rates prevailing during the period. The exchange differences arising from the translation of foreign operations are recognized in other comprehensive income.

When a foreign operation is disposed of, the total amount of exchange differences on foreign operations recognized in other comprehensive income and accumulated in equity is reclassified from equity to profit or loss when a gain or loss on disposal is recognized.

(4) Financial instruments

A. Non-derivative financial assets

a. Initial Recognition and Measurement

Non-derivative financial assets are initially recognized on the trade date when MACP Group becomes a party to the contractual provisions. Trade receivables and other receivables are initially identified on the date they occur.

At initial recognition, financial assets are classified into financial assets measured at amortized cost, equity financial assets measured at fair value through other comprehensive income, and financial assets measured at fair value through profit or loss.

At initial recognition, financial assets are measured at fair value. If these assets are not measured at fair value through profit or loss, transaction costs directly attributable to acquiring them are added. The transaction costs of financial assets measured at fair value through profit or loss are recognized in profit or loss.

(i) Financial assets measured at amortized cost.

Financial assets are classified as measured at amortized cost only if both conditions are satisfied:

- Financial assets are held based on a business model whose objective is to hold financial assets to collect contractual cash flows.
- Cash flows solely arise from payments of principal and interest on the principal outstanding on specified dates under the terms of the contract of the financial assets.

(ii) Equity financial assets measured at fair value through other comprehensive income

For investments in equity instruments that are not held for trading purposes, an irrevocable election is permitted at the time of initial recognition to present subsequent changes in their fair value

through other comprehensive income, and MACP Group designates these on an item-by-item basis of financial instruments.

(iii) Financial assets measured at fair value through profit or loss

Financial assets measured at other than amortized cost or fair value through other comprehensive income are classified as those measured at fair value through profit or loss.

b. Subsequent measurement

After initial recognition, the measurement of financial assets is done according to their classification as follows:

(i) Financial assets measured at amortized cost

For financial assets measured at amortized cost, amortization is measured using the effective interest method. Additionally, the amount of interest incurred on these assets is included in "Finance income" in the consolidated statement of profit or loss.

(ii) Equity financial assets measured at fair value through other comprehensive income.

Changes in the fair value of equity financial assets measured at fair value through other comprehensive income are recognized as other comprehensive income. If the recognition of a financial asset is discontinued or its fair value significantly decreases, the other comprehensive income previously recognized is directly reclassified into retained earnings. Furthermore, dividends from the respective financial assets are recognized as either a profit or a loss.

(iii) Financial assets measured at fair value through profit or loss

Financial assets measured at fair value through profit or loss are measured at fair value after initial recognition, and changes in their value are recognized as profit or loss.

c. Impairment of financial assets.

MACP Group recognizes an allowance for doubtful accounts for expected credit losses related to financial assets measured at amortized cost.

When a significant increase in the credit risk of a financial asset within MACP Group is identified after initial recognition, the allowance for doubtful accounts for such financial asset is measured at an amount equal to the expected credit losses over the entire period. When the credit risk associated with financial assets has not significantly increased since initial recognition, the allowance for doubtful accounts related to such assets is measured at an amount equal to the 12-month expected credit losses.

However, concerning trade receivables, the allowance for doubtful accounts is always measured at an amount equal to the expected credit losses over the entire lifetime of the receivables. Expected credit losses on financial assets are estimated to reflect reasonable and supportable information available on the reporting date without incurring excessive cost or effort regarding historical events, current affairs, and forecasts of future economic conditions.

The amounts in such measurement are recognized in profit or loss.

d. Derecognition

Derecognition of financial assets occurs when the contractual rights to the cash flows from financial assets have expired or when the contractual rights to receive the cash flows from the financial assets are transferred in transactions that essentially transfer all the risks and rewards of ownership associated

with those financial assets.

B. Non-derivative financial liabilities

a. Initial recognition and measurement

Non-derivative financial liabilities are initially recognized on the trade date when the entity becomes a party to the contractual provisions and are classified as financial liabilities measured at amortized cost. Financial liabilities measured at amortized cost are measured at the amount of fair value less transaction costs directly attributable to the issuance at the time of initial recognition.

b. Subsequent measurement

Financial liabilities measured at amortized cost are measured using the effective interest method, except when the discount's impact is insignificant.

c. Derecognition

Financial liabilities are derecognized when they are extinguished, that is, when the obligations specified in the contract are discharged, cancelled, or expired.

C. Offsetting of financial instruments

Financial assets and liabilities can offset and be presented on a net basis on the consolidated statement of financial position only when there is an enforceable legal right to offset the recognized amounts and an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

(5) Cash and cash equivalents

Cash and cash equivalents comprise on-hand cash, demand deposits, and short-term investments that are readily convertible to cash and are not subject to fluctuations in value. Their maturity dates or redemption periods occur within three months of acquisition.

(6) Property and equipment (excluding right-of-use assets)

Property and equipment are recorded based on the cost model, at amounts representing the cost less accumulated depreciation and accumulated impairment losses.

The cost includes the purchase price (inclusive of import duties and non-refundable acquisition taxes, after deducting discounts and rebates), costs directly attributable to bringing the asset into the necessary location and condition for operation as intended, as well as the costs of dismantling and removing the asset and site restoration costs.

Property and equipment are primarily depreciated using the straight-line method, which allocates the depreciable amount over their useful life. The depreciable amount is calculated by deducting the residual value from the cost. The main useful lives of Property and equipment are as follows:

| | |
|---|----------------|
| Building Infrastructure and Improvement | 10 to 15 years |
| Tools and equipment | 3 to 20 years |

The residual value, useful life, and depreciation method of Property and equipment are reviewed by MACP and, if necessary, revised at the end of each fiscal year.

(7) Goodwill and intangible assets

A. Goodwill

The measurement of goodwill at initial recognition is described in "(2) Business Combinations." Goodwill is measured by deducting the accumulated impairment losses from the cost. Impairment is characterized under "(9) Impairment of non-financial assets."

B. Intangible assets

Intangible assets are recognized using the cost model, recorded at cost less accumulated amortization and impairment losses.

a. Intangible assets acquired individually

Intangible assets acquired individually are measured at cost at the time of initial recognition.

b. Intangible assets acquired in a business combination

The cost of intangible assets acquired in a business combination is measured at fair value as of the acquisition date.

Intangible assets with a determinable useful life are amortized on a straight-line basis over their useful life. Amortization begins when the asset becomes available for use. The main useful lives of intangible assets are as follows.

| | |
|------------------|----------|
| Trademark rights | 10 years |
| Software | 5 years |

The estimated useful lives of intangible assets with determinable useful lives and their amortization methods are reviewed by MACP at the end of each fiscal year and revised as necessary.

(8) Leases

At the inception of a contract, it is determined whether it is a lease or contains a lease provision. When a contract transfers the right to control the use of an identified asset in exchange for consideration over a specific period, the contract constitutes or includes a lease.

A. Lease as lessee

On the commencement date of the lease, the right-of-use asset and the lease liability are recognized. The right-of-use asset is measured at cost as of the commencement date. After the commencement date, the cost model is applied, and the assets are calculated by deducting the accumulated depreciation and impairment losses from the cost. Right-of-use assets are depreciated until the end of their useful life or the end of the lease term. The lease term is determined by adding the non-cancellable lease period to any extension options that are reasonably certain to be exercised or termination options that are reasonably certain not to be exercised.

Lease liabilities are measured at the present value of lease payments that have not yet been paid as of the commencement date. Typically, the incremental borrowing rate is used as the discount rate. Subsequently, the carrying amount of lease liabilities is adjusted to reflect interest on the lease liability and lease payments made. When lease liabilities are reassessed or lease terms are changed, the lease liability is remeasured, with an adjustment being made to the right-of-use asset.

Furthermore, the IFRS 16 "Leases" paragraph 6 is applied for short-term leases and leases of low-value

assets, recognizing lease payments as an expense over the lease term on a straight-line basis.

B. Leases as lessor

Leases are classified as either operating leases or finance leases. When a significant portion of the risks and economic value associated with the ownership of the underlying asset is transferred, a finance lease is classified. When it is not, it is classified as an operating lease. The determination of whether a lease is a finance lease or an operating lease is made based on the substance of the transaction, not its form.

(9) Impairment of non-financial assets

Non-financial assets, excluding inventories and deferred tax assets, are assessed for impairment indicators; if such indicators exist, the recoverable amount of the relevant assets is estimated. Regardless of impairment indicators, intangible assets with indefinite useful lives or those not yet available for use, as well as goodwill acquired through business combinations, are subject to annual impairment testing.

The recoverable amount is the higher of the value in use and the fair value, minus the disposal costs of the cash-generating unit or assets. Value in use is the present value of estimated future cash inflows and outflows arising from the continued use of an asset and its ultimate disposal, discounting them using a pre-tax discount rate that reflects the time value of money and the market assessment of the inherent risks associated with that asset.

If the recoverable amount for individual assets cannot be estimated, MACP calculates the recoverable amount of the cash-generating unit to which the assets belong. Goodwill acquired through business combinations is allocated to the Company Group's cash-generating units (unit groups), which are expected to benefit from the synergies of the business combination. An impairment test is then conducted. Since company-wide assets do not generate independent cash inflows, MACP assesses and determines the recoverable amount of cash-generating units (unit group) to which company-wide assets are attributed if there are indications of impairment in these assets.

Impairment losses are recognized in net income when the carrying amount of assets or cash-generating units (unit group) exceeds the recoverable amount. In connection with a cash-generating unit (unit group), impairment loss recognized is initially allocated to reduce the carrying amount of the goodwill attributed to that cash-generating unit (unit group), followed by a proportional allocation to other assets within the unit based on the carrying amount of each asset.

No reversal is made for the impairment loss related to goodwill. For impairment losses other than goodwill, MACP assesses whether there are indications of a reduction or elimination of the loss. If there are signs of reversal of impairment, and the estimates used in determining the recoverable amount have changed, MACP reverses the impairment losses. Regarding the reversal of impairment losses, the amount is capped at the carrying amount, less the necessary depreciation or amortization that would have been incurred had the impairment loss not been recognized.

(10) Provisions

As a result of past events, when there is a present legal or constructive obligation that can be estimated reasonably and where it is probable that an outflow of economic benefits will be required to settle the obligation, MACP recognizes a provision.

The provision is measured based on the best estimate of the expenditures (future cash flows) required to

settle the current obligation at the end of the reporting period. Where the impact of the time value of money is significant, the amount of the provision is measured as the present value of the expenditures expected to be required to settle the obligation. The unwinding of the discount over time is recognized as a finance cost.

(11) Employee benefits

A. Short-term employee benefits

No discounting is applied to short-term employee benefits, which are recognized as expenses when the related service is rendered. Regarding bonuses and other benefits, MACP Group acknowledges as a liability the amounts estimated to be paid under these plans when MACP Group has a present legal or constructive obligation to pay as compensation for services provided by employees in the past and when such amounts can be reliably estimated.

B. Post-employment benefits

MACP Group has adopted an unfunded defined benefit plan. The net amount of the defined benefit liability is recognized as the present value of the defined benefit obligation in the consolidated statement of financial position, accounted as a liability related to retirement benefits. The defined benefit liability is calculated based on the projected unit credit method, and its present value is determined by applying discount rates to the expected future payment amounts. The discount rate is determined by comparing the yield on high-quality corporate bonds whose maturities approximate the periods over which benefits are expected to be paid.

The net interest on defined benefit liability and service cost is recognized as part of profit or loss. Actuarial differences are recognized as the remeasurement of defined benefit plans in other comprehensive income when they arise and are immediately reclassified from components of other equity into retained earnings. Additionally, past service costs are recognized in profit or loss when a plan amendment or curtailment occurs or when the restructuring cost or termination benefit associated with it is recognized, whichever occurs first.

C. Long-term employee benefits

Long-term employee benefits other than post-employment benefits are measured by the discounted present value of estimated future benefits gained in exchange for services provided in previous and fiscal year under review.

(12) Equity

A. Share capital and share premium

The equity financial instruments issued by MACP are recognized as share capital and share premium at their issue price. Furthermore, transaction costs directly incidental to their issuance are deducted from the share premium.

B. Treasury shares

When treasury shares are acquired, they are recognized at cost and presented as a deduction from equity. Additionally, transaction costs directly attributable to the acquisition are deducted from capital.

When treasury shares are sold, the consideration received is recognized as an increase in equity, and the difference between the carrying amount and the received consideration is recorded as a component of the share premium.

(13) Share-based compensation

MACP Group has adopted a share option plan as an incentive system for directors and employees, which is accounted for as an equity-settled plan.

Share options are estimated based on their fair value at the date of grant. Considering the number of share options expected to vest ultimately, they are recognized as an expense over the vesting period. An equal amount is recognized as an increase in equity. The fair value of the granted options is calculated using models such as the Black-Scholes Model, considering various conditions and possibilities. Additionally, suppose it is indicated that the expected number of share options to vest differs from the prior estimates due to subsequent information. In that case, the estimate of the number to vest is revised as necessary. If rights expire after they have been vested, the previously recognized share-based payment in equity is reversed, and the reversed amount is directly transferred to retained earnings.

(14) Revenue

MACP Group recognizes revenue when it transfers services to the customer, and the customer obtains control over those goods or services, based on the following five-step approach:

Step 1: Identification of the contract

Step 2: Identification of performance obligations

Step 3: Determination of transaction price

Step 4: Allocation of transaction price to performance obligations

Step 5: Recognition of revenue upon fulfilment of performance obligations

Revenue is recognized at the amount of consideration expected to be entitled in exchange for transferring goods to customers and is measured excluding consumption tax.

(15) Finance income and finance costs

Finance income primarily consists of interest income, etc. Interest income is recognized upon its occurrence using the effective interest method.

Finance costs primarily consist of interest expenses, etc. Interest expenses are recognized upon their occurrence using the effective interest method.

(16) Corporate income taxes

Corporate income taxes include current and deferred taxes. Aside from those related to business combinations and items recognized directly in equity or other comprehensive income, these are identified in profit or loss.

A. Current tax

Current tax is measured in the amount expected to be paid to or refunded by tax authorities. The tax rates and laws applied to compute the tax amounts are those enacted or substantively enacted by fiscal year-end.

B. Deferred tax

Deferred tax is calculated based on temporary differences, etc., between the tax base amounts and the carrying amounts of assets and liabilities as of the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which deductible temporary differences, unused tax losses, and carryforward tax credits can be utilized. In contrast, deferred tax liabilities are generally recognized for taxable temporary differences. However, deferred tax assets and liabilities are not recognized for the following temporary differences.

- Temporary differences arising from the initial recognition of goodwill
- The temporary differences arising from the initial recognition of assets and liabilities incurred through transactions (excluding business combination transactions) that do not affect the accounting profit or taxable income at the time of the transaction and do not give rise to equal future taxable and deductible temporary differences.
- Regarding the taxable temporary differences related to investments in subsidiaries and associates, as well as shares in joint arrangements, when the timing of reversal is controllable, and when the differences not being resolved in the foreseeable future are highly probable.
- In cases of temporary differences of future deductible amounts related to investments in subsidiaries and associates, as well as shares in joint arrangements, when it is unlikely that such temporary differences will be reversed in the foreseeable future, or when the realization of taxable income to utilize such temporary differences is unlikely.

Deferred tax assets and liabilities are measured at the tax rates (and tax laws) that are expected to apply to the period when the asset is realized or when the liability is settled, based on the statutory tax rates (and tax laws) that have been enacted or substantially enacted by the fiscal year-end.

Deferred tax assets and deferred tax liabilities have a legally enforceable right to offset current tax assets and current tax liabilities and are offset in the following cases:

- When corporate income taxes are levied on the same taxable entity by the same tax authority
- If these tax-paying entities, though different, intend to settle current tax assets and current tax liabilities on a net basis or to realize assets and settle liabilities simultaneously.

The carrying value of deferred tax assets is reviewed at the end of each reporting period. If sufficient taxable income is unlikely to be generated to realize some or all deferred tax assets, their carrying value is reduced accordingly. Moreover, such valuation allowances are reversed accordingly when it becomes more likely that sufficient taxable income will be earned.

(17) Earnings per share

Basic earnings per share attributable to ordinary equity holders of the parent are calculated by dividing the profit for the year attributable to ordinary shareholders of the parent by the weighted average number of ordinary shares outstanding during the reporting period, adjusted for treasury shares.

Diluted earnings per share are calculated after adjusting for the effect of all dilutive potential ordinary shares.

4. Significant Accounting Estimates and Judgments Involving Estimates

In preparing consolidated financial statements, MACP Group applies accounting policies and makes

judgments, accounting estimates, and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. These estimates and assumptions are based on management's best judgment, considering past experiences, available information, and various factors deemed reasonable as of the fiscal year-end. However, by their nature, these figures, based on estimates and assumptions, may differ from actual results.

The estimates and assumptions upon which they are based are continuously reviewed by MACP. The impact of revisions to these estimates is recognized in the period during which the modifications are made and in future periods.

The accounting judgments, estimates, and assumptions that significantly affect the amounts in MACP Group's consolidated financial statements are mainly as follows.

(1) Recoverability of deferred tax assets

MACP Group assesses the recoverability of deferred tax assets by thoroughly considering future taxable income and recognizing deferred tax assets for deductible temporary differences where recoverability is deemed possible. Consequently, if the estimated amount of taxable income decreases due to the deterioration of the future business environment, deferred tax assets may decrease, leading to the recognition of tax expenses.

For the carrying amount of deferred tax assets, please refer to "15. Corporate Income Taxes."

5. Standards and Interpretations Issued but Not Yet Adopted

Among the new standards and interpretation guidelines announced by the approval date of the consolidated financial statements, the main ones that MACP Group has not yet applied early in the fiscal year under review are as follows. The impact of the new IFRS application on MACP Group is currently under review and cannot be estimated at this point.

| Standard | Standard title | Effective date (Fiscal year beginning thereafter) | Application period for the MACP Group | Overview |
|----------|---|--|---------------------------------------|---|
| IFRS 18 | Presentation and Disclosure in Financial Statements | January 1, 2027 | Fiscal year ending September 30, 2028 | A new standard that replaces the IAS 1, the current accounting standard for presentation and disclosure in financial statements |

6. Segment Information

(1) Overview of reporting segments

M&A Capital Partners Co., Ltd. and its group are engaged in M&A-related service businesses and ancillary operations. Our reporting segment consists of a single segment: the M&A-related service business.

(2) Information on the reporting segment

Since MACP Group is comprised solely of the M&A-related service business as a single segment, this section has been omitted.

(3) Information by product and service

As 100% of MACP Group's revenue on the consolidated statement of profit or loss comes from M&A-

related services and their ancillary operations, these are omitted for disclosure.

(4) Information by region

The regional breakdown of revenue from outside customers and non-current assets is omitted as follows:

A. Revenue from external customers

The revenue from domestic external customers accounts for most of the revenue on the consolidated statement of profit or loss; therefore, it is omitted for disclosure purposes.

B. Non-current assets (excluding financial assets, deferred tax assets, and post-retirement benefit assets)

As the amount of non-current assets located domestically constitutes the majority of the non-current assets on the consolidated statement of financial position, a description of these assets has been omitted.

(5) Information on major customers

Previous consolidated fiscal year (from October 1, 2023, to September 30, 2024)

Since no customers represent 10% or more of the net sales reported in the consolidated income statement from external customers, this information is not included.

For the consolidated fiscal year under review (from October 1, 2024, to September 30, 2025)

Since no customers represent 10% or more of the net sales reported in the consolidated income statement from external customers, this information is not included.

7. Cash and Cash Equivalents

The breakdown of cash and cash equivalents is as follows.

Please note that the balance of "Cash and Cash Equivalents" on the consolidated statement of financial position is consistent with the balance on the consolidated statement of cash flows.

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (September 30, 2025) |
|-------------------|--------------------------------------|---|--|
| Cash and deposits | <u>35,255,168</u> | <u>35,146,881</u> | <u>16,243,092</u> |
| Total | <u>35,255,168</u> | <u>35,146,881</u> | <u>16,243,092</u> |

8. Trade and Other Receivables

The breakdown of trade and other receivables is as follows:

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (September 30, 2025) |
|---------------------|--------------------------------------|--|--|
| Accounts receivable | <u>224,553</u> | <u>1,169,377</u> | <u>188,700</u> |
| Others | <u>22,563</u> | <u>21,858</u> | <u>81,745</u> |
| Total | <u>247,117</u> | <u>1,191,236</u> | <u>270,446</u> |

9. Other Financial Assets

The breakdown of other financial assets is as follows:

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | Thousands of yen` Consolidated Fiscal Year Under Review (September 30, 2025) |
|------------------------|--------------------------------------|--|---|
| Stocks and investments | 10,084 | 2,829,955 | 1,668,075 |
| Security deposit | 1,161,599 | 1,166,090 | 1,185,857 |
| Other | 41,181 | 31,463 | 29,208 |
| Total | 1,212,866 | 4,027,510 | 2,883,141 |
| Current assets | – | 6,709 | 5,581 |
| Non-current assets | 1,212,866 | 4,020,801 | 2,877,559 |
| Total | 1,212,866 | 4,027,510 | 2,883,141 |

Stocks and investments lent under securities lending arrangements during the previous fiscal year include 434,016 thousand yen. There are no such amounts at the transition date or during the current fiscal year.

10. Other Assets

The breakdown of other current assets and other non-current assets is as follows:

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (September 30, 2025) |
|---------------------------|--------------------------------------|--|--|
| Prepaid expenses | 235,442 | 320,836 | 398,571 |
| Consumption taxes payable | 180,292 | 1,430 | 10,712 |
| Others | 4,506 | 1,858 | 1,650 |
| Total | 420,241 | 324,125 | 410,934 |
| Current assets | 369,211 | 294,543 | 377,771 |
| Non-current assets | 51,030 | 29,582 | 33,162 |
| Total | 420,241 | 324,125 | 410,934 |

11. Property and equipment

The changes in carrying amount, cost, accumulated depreciation, and accumulated impairment losses are as follows.

(1) Carrying amount

| | (Thousands of yen) | | |
|----------------------------------|---------------------------|----------|-----------|
| | Leasehold improvements | Other | Total |
| Balance as of October 1, 2023 | 987,522 | 241,963 | 1,229,486 |
| Acquisition | 8,558 | 60,720 | 69,278 |
| Depreciation | (97,808) | (69,841) | (167,649) |
| Sales and Disposal | (79) | (343) | (422) |
| Balance as of September 30, 2024 | 898,192 | 232,499 | 1,130,691 |
| Acquisition | – | 52,758 | 52,758 |
| Depreciation | (94,561) | (73,314) | (167,875) |
| Impairment losses | (65,076) | (26,469) | (91,545) |
| Sales and Disposal | – | (206) | (206) |
| Balance as of September 30, 2025 | 738,555 | 185,266 | 923,822 |

Depreciation is included in “Selling, general and administrative (SG&A) expenses” in the consolidated statement of income.

(2) Cost

(Thousands of yen)

| | Leasehold improvements | Others | Total |
|----------------------------------|------------------------|---------|-----------|
| Balance as of October 1, 2023 | 1,064,994 | 341,255 | 1,406,249 |
| Balance as of September 30, 2024 | 1,073,461 | 396,079 | 1,469,540 |
| Balance as of September 30, 2025 | 1,073,461 | 437,180 | 1,510,641 |

(3) Accumulated depreciation and accumulated impairment losses

(Thousands of yen)

| | Leasehold improvements | Other | Total |
|----------------------------------|------------------------|---------|---------|
| Balance as of October 1, 2023 | 77,471 | 99,291 | 176,763 |
| Balance as of September 30, 2024 | 175,268 | 163,580 | 338,848 |
| Balance as of September 30, 2025 | 334,905 | 251,913 | 586,819 |

12. Intangible Assets

The changes in carrying amount, cost, accumulated amortization, and accumulated impairment losses are as follows:

(1) Carrying amount

| | Trademark rights | Other | Total |
|----------------------------------|------------------|----------|----------|
| Balance as of October 1, 2023 | 55,588 | 93,806 | 149,395 |
| Acquisition | 961 | 27,389 | 28,350 |
| Amortization | (18,540) | (33,289) | (51,829) |
| Balance as of September 30, 2024 | 38,008 | 87,907 | 125,915 |
| Acquisition | – | 34,063 | 34,063 |
| Amortization | (18,585) | (31,234) | (49,820) |
| Impairment losses | (18,460) | – | (18,460) |
| Sales and disposal | – | (92) | (92) |
| Balance as of September 30, 2025 | 963 | 90,642 | 91,605 |

The amortization expense is included under "Cost of sales" and "Selling, general and administrative expenses" in the consolidated income statement.

(2) Cost

| | Trademark rights | Others | Total |
|----------------------------------|------------------|---------|---------|
| Balance as of October 1, 2023 | 330,290 | 167,895 | 498,185 |
| Balance as of September 30, 2024 | 331,251 | 195,284 | 526,535 |
| Balance as of September 30, 2025 | 331,251 | 203,012 | 534,263 |

(3) Accumulated amortization and accumulated impairment losses

| | (Thousands of yen) | | |
|----------------------------------|--------------------|---------|---------|
| | Trademark rights | Other | Total |
| Balance as of October 1, 2023 | 274,701 | 74,088 | 348,790 |
| Balance as of September 30, 2024 | 293,242 | 107,377 | 400,620 |
| Balance as of September 30, 2025 | 330,287 | 112,370 | 442,658 |

13. Leases

As lessee

Within the MACP Group, the principal lease transactions involve lease agreements involving underlying assets such as office buildings. Lease agreements are ordinarily concluded for fixed periods. However, some lease agreements include options for extension and termination.

The practical expedients allowed under the standards are used for leases of small-scale assets, mainly office equipment leases. Lease payments for low-value assets are recognized as expenses on a straight-line basis.

(1) Lease-related expenses and cash flows

Lease-related expenses and cash flows are as follows:

| | (Thousands of yen) | |
|--|--|---|
| | Previous Consolidated Fiscal Year (From October 1, 2023 to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024 to September 30, 2025) |
| Depreciation expenses for right-of-use assets by category: | | |
| Buildings | 1,263,698 | 1,264,780 |
| Others | 337 | 4,054 |
| Total | 1,264,035 | 1,268,834 |
| Expenses for leases of low-value assets (excluding expenses for short-term leases) | 3,653 | 3,387 |
| Total amount of cash outflows related to leases | 1,086,443 | 1,214,119 |

The interest expenses related to lease liabilities are described in "26. Finance Income and Finance Costs."

(2) Right-of-use assets

The breakdown of the carrying amounts of right-of-use assets is as follows:

| | (Thousands of yen) | | |
|-----------|--------------------------------------|---|---|
| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | Consolidated Fiscal Year Under Review (September 30, 2025) |
| Buildings | 5,894,007 | 4,630,309 | 2,702,901 |
| Others | - | 20,824 | 0 |
| Total | 5,894,007 | 4,651,133 | 2,702,901 |

The acquisition of right-of-use assets through lease transactions was 21,162 thousand yen for the previous fiscal year and 33,825 thousand yen for the current fiscal year.

(3) Maturity analysis of lease liabilities

Transition date (October 1, 2023)

(Thousands of yen)

| Carrying amount | Contractual cash flows | Within 1 year | Over 1 year, within 2 years | Over 2 years, within 3 years | Over 3 years, within 4 years | Over 4 years, within 5 years | Over 5 years |
|-----------------|------------------------|---------------|-----------------------------|------------------------------|------------------------------|------------------------------|--------------|
| 5,244,222 | 5,304,777 | 1,082,613 | 1,186,627 | 1,163,329 | 1,127,049 | 745,158 | – |

Previous Consolidated Fiscal Year (September 30, 2024)

| Carrying amount | Contractual Cash Flows | Within 1 year | Over 1 year, within 2 years | Over 2 years, within 3 years | Over 3 years, within 4 years | Over 4 years, within 5 years | Beyond 5 years |
|-----------------|------------------------|---------------|-----------------------------|------------------------------|------------------------------|------------------------------|----------------|
| 4,211,387 | 4,249,569 | 1,190,939 | 1,168,222 | 1,136,325 | 749,814 | 4,267 | – |

Consolidated Fiscal Year Under Review (September 30, 2025)

(Thousands of yen)

| Carrying amount | Contractual Cash Flows | Within 1 year | Over 1 year, within 2 years | Over 2 years, within 3 years | Over 3 years, within 4 years | Over 4 years, within 5 years | Over 5 years |
|-----------------|------------------------|---------------|-----------------------------|------------------------------|------------------------------|------------------------------|--------------|
| 3,110,122 | 3,131,042 | 1,206,715 | 1,161,266 | 758,792 | 4,267 | – | – |

As lessor

MACP Group leases company housing to employees. This transaction is a sublease, and since the sublease term constitutes the same or most of the head lease term, it is classified as a finance lease.

Moreover, there is no materiality in the amounts of revenue and receivables concerning finance leases.

14. Impairment of Non-Financial Assets

(1) Cash-generating units

MACP Group conducts grouping into the smallest cash-generating units that produce largely independent cash inflows. Generally, these cash-generating units are identified based on the operational management segments.

(2) Impairment losses

MACP Group recognizes an impairment loss if the recoverable amount of an asset is less than its carrying amount. The impairment loss is included in “Other expenses” in the consolidated statement of income.

The breakdown of impairment losses by asset category is as follows.

(Thousands of yen)

| | Previous Consolidated Fiscal Year (From October 1, 2023 to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024 to September 30, 2025) |
|------------------------|--|---|
| Property and equipment | – | 91,545 |
| Intangible assets | – | 18,460 |
| Right-of-use assets | – | 713,222 |
| Total | – | 823,228 |

The breakdown of right-of-use assets by class of underlying asset is buildings of 697,344 thousand yen and others of 15,878 thousand yen. The breakdown of Property and equipment by class is provided in “11. Property and equipment.” The breakdown of intangible assets by class is provided in “12. Intangible

Assets.”

Consolidated Fiscal Year Under Review (September 30, 2025)

Impairment loss related to RECOF Corporation

RECOF Corporation, a subsidiary of MACP, reduced the carrying amount of its asset group related to business assets to the recoverable amount because the initially expected revenue was no longer anticipated. The recoverable amount was determined based on the value in use. As the estimated future cash flows used in calculating the value in use were negative, the recoverable amount was assessed as zero.

15. Corporate Income Tax

(1) Breakdown and details of changes by cause of deferred tax assets and deferred tax liabilities

The breakdown of the leading causes of deferred tax assets and deferred tax liabilities is as follows.

| | (Thousands of yen) | | |
|---|--------------------------------------|--|---|
| | Transition date (October 1, 2023) | Previous fiscal year (September 30, 2024) | Current fiscal year (September 30, 2025) |
| Deferred tax assets: | | | |
| Accrued enterprise tax | 82,052 | 46,631 | 91,409 |
| Accrued social insurance premiums | 31,809 | 41,023 | 42,735 |
| Accrued bonuses | 412,977 | 591,458 | 592,924 |
| Provision for Bonuses | 358,802 | 414,891 | 480,770 |
| Lease liabilities | 1,660,033 | 1,323,414 | 793,830 |
| Asset retirement obligations | 216,411 | 218,565 | 225,788 |
| Valuation difference on available-for-sale securities | - | - | 292,230 |
| Other | 107,650 | 112,541 | 104,764 |
| Subtotal | <u>2,869,736</u> | <u>2,748,525</u> | <u>2,624,453</u> |
| Deferred tax liabilities: | | | |
| Right-of-use assets | (1,863,281) | (1,463,188) | (853,963) |
| Trademark rights | (16,957) | (11,305) | - |
| Other | (53,560) | (121,470) | (46,594) |
| Subtotal | <u>(1,933,799)</u> | <u>(1,595,964)</u> | <u>(900,557)</u> |
| Net deferred tax assets (liabilities) | <u>935,936</u> | <u>1,152,561</u> | <u>1,723,895</u> |

The breakdown of the increase or decrease in the net amount of deferred tax assets and deferred tax liabilities is as follows.

| | (Thousands of yen) | |
|--|---|---|
| | Previous Consolidated Fiscal Year (From October 1, 2023 to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024 to September 30, 2025) |
| Beginning balance | 935,936 | 1,152,561 |
| Recognized in profit or loss | 293,129 | 208,393 |
| Recognized in other comprehensive income | (76,505) | 362,940 |
| Ending balance | <u>1,152,561</u> | <u>1,723,895</u> |

MACP Group considers the possibility that some or all the deductible temporary differences or tax loss carryforwards can be utilized against future taxable income when recognizing deferred tax assets. In some subsidiaries that recognized losses in the previous fiscal year or the Consolidated Fiscal Year Under Review,

deferred tax assets exceeding deferred tax liabilities were recognized at 5,379 thousand yen on the transition date and 4,541 thousand yen for the Consolidated Fiscal Year Under Review. It should be noted that such recognition did not occur in the previous fiscal year. This is based on the management's assessment that each company is highly likely to earn sufficient taxable income to resolve carryforward tax loss, tax deductions, and deductible temporary differences.

(2) Deductible temporary differences for which deferred tax assets are not recognized

The amounts of deductible temporary differences and tax loss carryforwards for which deferred tax assets are not recognized are as follows.

| | (Thousands of yen) | | |
|----------------------------------|--------------------------------------|--|--|
| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | Consolidated Fiscal Year Under Review (September 30, 2025) |
| Deductible temporary differences | 399,399 | 348,297 | 1,070,673 |
| Loss carried forward | 1,824,231 | 1,697,526 | 1,543,517 |
| Total | <u>2,223,630</u> | <u>2,045,823</u> | <u>2,614,191</u> |

The expiration dates of the unutilized tax loss carryforwards, for which deferred tax assets have not been recognized, are as follows.

| | (Thousands of yen) | | |
|-------------------|--------------------------------------|--|--|
| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | Consolidated Fiscal Year Under Review (September 30, 2025) |
| Year 1 | – | 327,796 | 10,460 |
| Year 2 | 304,245 | 10,460 | 10,786 |
| Year 3 | 10,460 | 10,786 | 9,006 |
| Year 4 | 10,786 | 9,006 | – |
| Year 5 and beyond | 1,498,740 | 1,339,477 | 1,513,264 |
| Total | <u>1,824,231</u> | <u>1,697,526</u> | <u>1,543,517</u> |

(3) Taxable temporary differences for which deferred tax Liabilities are not recognized

The amounts of taxable temporary differences for which deferred tax liabilities have not been recognized are as follows:

| | (Thousands of yen) | | |
|--|--------------------------------------|--|--|
| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | Consolidated Fiscal Year Under Review (September 30, 2025) |
| Total amount of temporary differences related to investments in subsidiaries | 56,003 | 96,134 | 154,019 |

Regarding taxable temporary differences related to investments in subsidiaries, deferred tax liabilities are not recognized, except for undistributed profits that are planned to be distributed at the end of the reporting period. MACP Group can control the timing of reversing these temporary differences, and they are unlikely to reverse within a foreseeable period.

(4) Breakdown of corporate income tax expenses

The breakdown of corporate income tax expenses is as follows.

| | (Thousands of yen) | |
|-----------------------------|--|---|
| | Previous Consolidated Fiscal Year (From October 1, 2023 to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024 to September 30, 2025) |
| Current period tax expenses | 2,255,927 | 2,339,899 |
| Deferred tax expenses | (293,129) | (208,393) |
| Total income tax expenses | <u>1,962,797</u> | <u>2,131,505</u> |

Deferred tax expenses for the current fiscal year included an amount of 255,016 thousand yen, which arose from the write-down of deferred tax assets or reversal of a previous write-down of deferred tax assets (due to the reassessment of the recoverability of deferred tax assets).

(5) Reconciliation of average effective tax rate to statutory tax rate

The reconciliation between the statutory and average effective tax rates follows.

| | (Unit: %) | |
|--|--|--|
| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Statutory tax rate (Note) | 30.62 | 30.62 |
| Differences in subsidiary tax rates | 0.03 | (0.49) |
| Share-based payment expenses | (0.09) | 0.44 |
| Directors' bonuses, permanently non-deductible | 1.04 | 0.35 |
| Entertainment expenses, permanently non-deductible | 0.39 | 0.36 |
| Differences from changes in tax rates | – | 0.59 |
| Changes in valuation allowance | (0.47) | 3.54 |
| Tax credit for wage increase promotion | (1.07) | (6.21) |
| Others | (0.14) | 0.40 |
| Average effective tax rate | <u>30.32</u> | <u>29.60</u> |

(Notes)

1. MACP is primarily subject to corporate tax, inhabitant tax, and business tax, and the statutory tax rate is calculated based on these.
2. Following the enactment of the Act for Partial Amendment of the Income Tax Act, etc. (Act No. 13 of 2025) by the National Diet on March 31, 2025, the Defense Boost Tax will be imposed in fiscal years beginning on or after October 1, 2026.
In line with this, MACP has revised the statutory effective tax rate from 30.62% to 31.52% to calculate deferred tax assets and liabilities related to temporary differences expected to reverse in fiscal years beginning on or after April 1, 2026.

16. Liabilities Arising from Business Operations and Other Liabilities

The breakdown of liabilities arising from business operations and other liabilities is as follows:

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (September 30, 2025) |
|------------------|--------------------------------------|--|--|
| Accounts Payable | 1,957,554 | 2,677,044 | 2,676,946 |
| Others | — | 528 | 836 |
| Total | 1,957,554 | 2,677,573 | 2,677,782 |

17. Reconciliation of Liabilities Arising from Financial Activities

The reconciliation of liabilities arising from financial activities is as follows.

Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024)

| | Balance as of October 1, 2023 | Cash flows | Non-cash transactions | | (Thousands of yen) Balance as of September 30, 2024 |
|-------------------|-------------------------------------|-------------|-----------------------|----------|---|
| | | | New leases | Others | |
| Lease liabilities | 5,244,222 | (1,060,029) | 62,933 | (35,739) | 4,211,387 |
| Total | 5,244,222 | (1,060,029) | 62,933 | (35,739) | 4,211,387 |

Consolidated fiscal year under review (from October 1, 2024, to September 30, 2025)

| | Balance as of October 1, 2024 | Cash Flows | Non-cash Transactions | | (Thousands of yen) Balance as of September 30, 2025 |
|-------------------|-------------------------------------|-------------|-----------------------|----------|--|
| | | | New Leases | Others | |
| Lease Liabilities | 4,211,387 | (1,192,883) | 115,220 | (23,602) | 3,110,122 |
| Total | 4,211,387 | (1,192,883) | 115,220 | (23,602) | 3,110,122 |

18. Provisions

The breakdown and changes in provisions are as follows.

| | Asset Retirement Obligations | (Thousands of yen) Total |
|---|---------------------------------|-----------------------------|
| Balance as of October 1, 2023 | 906,373 | 906,373 |
| Increase during the Year | 4,688 | 4,688 |
| Periodic Interest Expenses on Discount Calculations | 3,578 | 3,578 |
| Balance as of September 30, 2024 | 914,640 | 914,640 |
| Periodic Interest Expenses on Discount Calculations | 3,612 | 3,612 |
| Balance as of September 30, 2025 | 918,252 | 918,252 |
| Current liabilities | 5,230 | 5,230 |
| Non-Current liabilities | 913,022 | 913,022 |
| Total | 918,252 | 918,252 |

The asset retirement obligation represents the obligation to restore the original condition as required under real estate lease agreements, with the estimated cost of demolition and removal being provisioned. These costs are expected to be paid primarily after more than one year, but they are subject to influence depending on future business plans and similar factors.

19. Other Liabilities

The breakdown of other current and non-current liabilities is as follows.

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (September 30, 2025) |
|-----------------------------|--------------------------------------|--|--|
| Bonuses Payable | 1,671,162 | 1,656,030 | 1,585,060 |
| Consumption Taxes Payable | 230,886 | 162,087 | 497,052 |
| Expenses Payable | 130,029 | 155,456 | 244,621 |
| Accrued Compensated Absence | 71,154 | 72,491 | 96,074 |
| Others | 20,871 | 21,238 | 75,371 |
| Total | 2,124,104 | 2,067,304 | 2,498,180 |
| Current Liabilities | 928,436 | 1,044,203 | 1,453,196 |
| Non-current Liabilities | 1,195,667 | 1,023,101 | 1,044,984 |
| Total | 2,124,104 | 2,067,304 | 2,498,180 |

20. Employee Benefits

Post-retirement benefits

Overview of the adopted post-retirement benefit plan

MACP Group has established a lump sum retirement allowance scheme as a defined benefit plan. This non-funded scheme does not involve external funding for the defined benefit obligations; a lump sum is paid. The lump sum retirement payment is disbursed based on amounts stipulated in the retirement allowance regulations outlined in each company's employment rules. The disclosure of such amounts is omitted due to their immateriality.

21. Capital and Other Components of Capital

(1) Matters concerning the number of authorized shares and the total number of issued shares

The increases and decreases in the number of authorized shares and the total number of issued shares are as follows:

| | Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024) | (Unit: shares) Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|----------------------------|---|--|
| Authorized Shares | | |
| Ordinary shares | 95,520,000 | 95,520,000 |
| Total Issued Shares | | |
| Beginning Balance | 31,759,000 | 31,759,000 |
| Increase During the Period | — | — |
| Decrease During the Period | — | — |
| Ending Balance | 31,759,000 | 31,759,000 |

Note: All shares issued by MACP are non-par value ordinary shares with no restriction on the rights, and all issued shares are fully paid.

(2) Matters regarding treasury shares

The movements in treasury shares are as follows:

| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|-----------------------------------|--|--|
| Beginning balance | 398 | 398 |
| Increase during the period (Note) | – | 22 |
| Decrease during the period | – | – |
| Ending balance | 398 | 420 |

Note: The reason for the increase in the total number of treasury shares is as follows:
Purchase of shares less than one unit: 22 shares

(3) Content and purpose of various surplus

A. Capital surplus

Under the Companies Act of Japan, at least half of the payment or delivery amount for the issuance of shares must be incorporated into share capital, and the remainder is to be incorporated into legal capital surplus, which is included in the capital surplus. In addition, under the Companies Act, the amount of legal capital surplus can be incorporated into share capital through a resolution of the general meeting of shareholders.

B. Retained earnings

Under the Companies Act, one-tenth of the amount of surplus reduced as a result of a dividend of surplus is required to be set aside as legal capital surplus or legal retained earnings until the combined amount of legal capital surplus and legal retained earnings reaches one-fourth of the share capital. The accumulated legal retained earnings can be used to cover deficits. Moreover, it is specified that the legal retained earnings can be reversed upon resolution of the general meeting of shareholders.

22. Dividends

(1) Dividends paid

The payment of dividends is as follows.

Previous Consolidated Fiscal Year (from October 1, 2023, to September 30, 2024)

| Resolution | Type of stock | Total dividends (Thousand yen) | Dividend per share (Yen) | Record date | Effective date |
|---|--------------------|-----------------------------------|-----------------------------|--------------------|-------------------|
| December 12, 2023 Annual General Meeting of Shareholders | Ordinary shares | 1,270,344 | 40.00 | September 30, 2023 | December 25, 2023 |

Consolidated Fiscal Year Under Review (from October 1, 2024, to September 30, 2025)

| Resolution | Type of stock | Total dividends (Thousand yen) | Dividend per share (Yen) | Record date | Effective date |
|---|--------------------|-----------------------------------|-----------------------------|--------------------|-------------------|
| December 20, 2024 Annual General Meeting of Shareholders | Ordinary shares | 1,270,344 | 40.00 | September 30, 2024 | December 23, 2024 |

(2) Dividends with the effective date in the following fiscal year

The dividends with a record date in the fiscal year under review and those with the effective date in the next consolidated fiscal year are as follows.

| Resolution to be made | Type of stock | Dividend sources | Total amount of dividends (Thousand yen) | Dividend per share (yen) | Record date | Effective date |
|--|-----------------|-------------------|--|--------------------------|--------------------|-------------------|
| December 25, 2025 Annual General Meeting of Shareholders | Ordinary shares | Retained earnings | 1,654,622 | 52.10 | September 30, 2025 | December 26, 2025 |

23. Revenue

(1) Disaggregation of revenue

MACP Group operates in a single segment of the M&A-related services business. The revenue categories arising from contracts with customers are generally single, so the importance of information on disaggregated revenue is low and is omitted from disclosure.

In our M&A-related services business, MACP undertakes M&A brokerage and advisory activities, providing services up to executing a stock transfer or business transfer for our customers as a performance obligation. Revenue is primarily recognized when the stock or business transfer is completed.

Sales are derived solely from revenue earned under contracts with our customers and do not include revenue from other sources.

Consideration for transactions is received within approximately one month after the performance obligation has been satisfied, and the contracts do not include a significant financing component.

(2) Contract balances

The receivables arising from contracts with customers are trade accounts receivable, which are included in "Trade and other receivables" on the Consolidated Financial Position Statement.

Contract liabilities are amounts received from customers as consideration for the MACP Group's obligation to transfer goods or services to them. Contract liabilities are reversed along with the recognition of revenue. The revenue recognized during the reporting period from the beginning balance of contract liabilities for the previous and Consolidated Fiscal Year Under Review is 479,976 thousand yen and 824,948 thousand yen, respectively. Furthermore, there have been no significant changes in the balance of contract liabilities during the previous consolidated fiscal year and the consolidated fiscal year under review. Additionally, no revenue was recognized in the last consolidated fiscal year and the Consolidated Fiscal Year Under Review from performance obligations satisfied (or partially satisfied) in past periods.

(3) Transaction price allocated to remaining performance obligations

MACP Group has no significant contracts with an initially expected contract duration exceeding one year. Therefore, MACP applies the practical expedient and omits the disclosure of information concerning remaining performance obligations. Furthermore, no significant amounts arise from contracts with customers that are not included in the transaction price.

(4) Assets recognized from the costs to obtain or fulfil a contract with a customer

Within the MACP Group, the amount of assets recognized from the costs to obtain or fulfil a contract with a customer is of no material significance. Furthermore, applying practical expedients, if the amortization period of the assets to be recognized is within one year, the incremental costs of obtaining a contract are recognized as expenses at the time of occurrence.

24. Cost of Sales, Selling, and General Administrative Expenses

The breakdown of the cost of sales, selling, and general administrative expenses is as follows.

| | (Thousands of yen) | |
|------------------------------------|--|--|
| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Employee benefits expenses | 6,321,421 | 7,630,631 |
| Depreciation and amortization | 1,483,515 | 1,486,530 |
| Advertising and promotion expenses | 1,368,536 | 1,469,165 |
| Fees and commissions expenses | 680,389 | 809,714 |
| Recruitment expenses | 209,765 | 243,678 |
| Service compensation | 187,800 | 218,316 |
| Others | 2,419,204 | 2,642,474 |
| Total | 12,670,633 | 14,500,511 |

25. Other Expenses

The breakdown of other expenses is as follows.

| | (Thousands of yen) | |
|-------------------|--|--|
| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Impairment losses | - | 823,228 |
| Others | 1,705 | 1,967 |
| Total | 1,705 | 825,196 |

26. Finance Income and Finance Costs

The breakdown of finance income and finance costs is as follows.

(1) Finance income

| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|---|--|---|
| Interest income | | |
| Financial assets measured at amortized cost | 4,669 | 98,127 |
| Total | 4,669 | 98,127 |

(2) Finance costs

| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|-------------------|--|---|
| Interest expenses | | |
| Lease liabilities | 22,760 | 17,848 |
| Other | 5,393 | 4,909 |
| Total | 28,154 | 22,758 |

27. Other Comprehensive Income

The reclassification adjustments and tax effect amount for each component of other comprehensive income are as follows.

| | (Thousands of yen) | |
|--|--|---|
| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Items that will not be reclassified to profit or loss | | |
| Remeasurement of defined benefit plans | | |
| Current occurrence amount | 12,289 | 4,410 |
| Before tax effects adjustment | 12,289 | 4,410 |
| Tax effects amount | (4,649) | (1,145) |
| After tax effects adjustment | 7,640 | 3,265 |
| Financial assets measured at fair value through other comprehensive income | | |
| Current occurrence amount | 234,669 | (1,161,430) |
| Before tax effects adjustment | 234,669 | (1,161,430) |
| Tax effects amount | (71,855) | 364,086 |
| After tax effects adjustment | 162,813 | (797,344) |
| Total of Items | 170,454 | (794,079) |
| Items that may be reclassified to profit or loss | | |
| Translation adjustments for foreign operations | | |
| Current occurrence amount | (1,645) | (971) |
| Reclassification adjustment amount | - | - |
| Before tax effect adjustment | (1,645) | (971) |
| Tax effect amount | - | - |
| After tax effect adjustment | (1,645) | (971) |
| Total of items | (1,645) | (971) |
| Total of other comprehensive income | 168,808 | (795,051) |

28. Earnings Per Share

(1) Basic earnings per share

Basic earnings per share (Basic EPS) and the calculation basis are as follows.

| | (Thousands of yen) | |
|--|---|---|
| | Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Net income attributable to ordinary shareholders of the parent company | | |
| Net income attributable to owners of the parent company | 4,511,032 | 5,070,542 |
| Net income not attributable to owners of the parent | - | - |
| Net income used for the calculation of basic earnings per share | 4,511,032 | 5,070,542 |
| Weighted average number of ordinary shares | 31,758,602 shares | 31,758,596 shares |
| Basic earnings per share | ¥142.04 | ¥159.66 |

(2) Diluted earnings per share

Diluted earnings per share (Diluted EPS) and its basis for calculation are as follows:

| | Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|---|---|---|
| Profit attributable to ordinary shareholders after dilution | | |
| Net income used for calculating basic earnings per share | 4,511,032 | 5,070,542 |
| Adjustment amounts to net income | — | — |
| Net income used for the calculation of diluted earnings per share | 4,511,032 | 5,070,542 |
| Weighted average number of ordinary shares | 31,758,602 shares | 31,758,596 shares |
| Increase in number of ordinary shares | | |
| Share options | 444,090 shares | 504,736 shares |
| Weighted average number of ordinary shares after dilution | 32,202,692 shares | 32,263,332 shares |
| Diluted earnings per share | ¥140.08 | ¥157.16 |
| | Board of Directors' resolution dated November 15, 2018 12 th Share Option Number of share options: 776 (equivalent to 155,200 ordinary shares) | Board of Directors' resolution dated November 15, 2018 12 th Share Option Number of share options: 642 (equivalent to 128,400 ordinary shares) |
| | Board of Directors' resolution dated November 13, 2020 13 th Share Option Number of share options: 506 (equivalent to 50,600 ordinary shares) | Board of Directors' resolution dated November 13, 2020 13 th Share Option Number of share options: 431 (equivalent to 43,100 ordinary shares) |
| Financial instruments not included in the calculation of diluted earnings per share due to anti- dilution effect | Board of Directors' resolution dated November 13, 2020 14 th Share Option Number of share options: 14 (equivalent to 1,400 ordinary shares) | Board of Directors' resolution dated November 13, 2020 14 th Share Option Number of share options: 14 (equivalent to 1,400 ordinary shares) |
| | Board of Directors' resolution dated November 15, 2022 15 th Share Option Number of share options: 1,763 (equivalent to 176,300 ordinary shares) | Board of Directors' resolution dated November 15, 2024 17 th Share Option Number of share options: 4,134 (equivalent to 413,400 ordinary shares) |
| | Board of Directors' resolution dated November 15, 2022 16 th Share Option Number of share options: 37 (equivalent to 3,700 ordinary shares) | Board of Directors' resolution dated November 15, 2024 18 th Share Option Number of share options: 161 (equivalent to 16,100 ordinary shares) |

29. Share-based Compensation

(1) Overview of share-based compensation plan

MACP Group has adopted a share option scheme as an incentive for directors and employees.

MACP grants share options (paid share options) to directors and employees of MACP and its subsidiaries.

The exercise period of the share options is specified in the allotment contract, and if not exercised within that period, the options will lapse. Additionally, the share options will become void if the eligible person resigns from MACP before the vesting date. However, this does not apply if the share option allocation contract states otherwise, such as in cases of retirement upon the expiration of the term or similar reasons.

MACP's share option scheme is accounted for as an equity-settled type.

(2) Share-based compensation agreements

The share-based compensation agreements that exist in the fiscal year under review are as follows:

| | 8 th Share Option | 9 th Share Option | 10 th Share Option |
|--|---|---|---|
| Categories and the number of eligible grantees | 2 directors 11 employees | 1 director 31 employees | 6 directors 11 employees |
| Number of share options by type (Note 1) | Ordinary shares 529,600 shares | Ordinary shares 423,400 shares | Ordinary shares 564,600 shares |
| Grant date | February 20, 2015 | December 7, 2016 | December 7, 2016 |
| Vesting conditions | (Note 2) | (Note 2) | (Note 2) |
| Exercise period | From January 1, 2018, to December 31, 2050 | From January 1, 2020, to December 6, 2052 | From January 1, 2020, to December 6, 2052 |
| | 12 th Share Option | 13 th Share Option | 14 th Share Option (Note 4) |
| Categories and the number of eligible grantees | 2 directors 35 employees | 2 directors 37 employees | 2 employees of the subsidiary |
| Number of share options by type (Note 1) | Ordinary shares 238,400 shares | Ordinary shares 82,600 shares | Ordinary shares 6,700 shares |
| Grant Date | December 15, 2018 | December 16, 2020 | December 16, 2020 |
| Vesting conditions | (Note 2) | (Note 2) | (Note 2) |
| Exercise period | From January 1, 2020, to December 14, 2054 | From January 1, 2022, to December 15, 2056 | From January 1, 2022, to December 15, 2056 |
| | 15 th Share Option (Note 5) | 16 th Share Option (Note 5) | 17 th Share options |
| Categories and the number of eligible grantees | 1 Director 60 employees | 2 employees of the subsidiary | 3 directors 41 employees |
| Number of share options by type (Note 1) | Ordinary shares 272,300 shares | Ordinary shares 5,600 shares | Ordinary shares 413,400 shares |
| Grant Date | December 16, 2022 | December 16, 2022 | December 14, 2024 |
| Vesting conditions | (Note 2) | (Note 2) | (Note 2) |
| Exercise period | From January 1, 2025, to December 15, 2029 | From January 1, 2025, to December 15, 2029 | From January 1, 2026 to December 13, 2029 |

| 18 th Share Option | |
|--|---|
| Categories and the number of eligible grantees | 1 Director 2 employees of the subsidiary |
| Number of share options by type (Note 1) | Ordinary shares 16,100 shares |
| Grant date | December 14, 2024 |
| Vesting conditions | (Note 2) |
| Exercise period | From January 1, 2026, to December 13, 2029 |

- Notes: 1 The number of shares is stated after conversion. A 2-for-1 share split was conducted on September 1, 2015, and another 2-for-1 share split was conducted on December 1, 2019, and the number of shares after these adjustments is stated.
2. The holders of share options must be directors, Audit & Supervisory Board Members, or employees of MACP, its subsidiaries, or affiliated companies when exercising the share options. Moreover, other conditions are specified in either the "Share options Allocation Agreement" or the "Total Share options Underwriting Agreement", which have been concluded between MACP and the concerned parties based on a resolution by the Board of Directors.
3. All of the 14th share options have expired during the fiscal year under review because the employees with such options left the subsidiary.
4. All of the 15th and 16th share options have expired during the fiscal year under review because some vesting conditions were not met.

(3) The impact of share-based compensation transactions on net income

The recognized expenses related to share-based compensation are as follows:

| | (Thousands of yen) | |
|--|---|---|
| | Previous consolidated fiscal year (From October 1, 2023, to September 30, 2024) | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
| Expenses Related to Share-Based Compensation | (18,208) | 102,619 |

(4) Number of share options and the weighted average exercise price

The number of share options granted during the period, along with the weighted average exercise price, is listed below. Share options are expressed in shares.

Furthermore, regarding the number of shares, MACP conducted a 2-for-1 stock split on September 1, 2015, and another 2-for-1 stock split on December 1, 2019. As a result, the share count mentioned here reflects the adjustments made because of these stock splits.

| | Previous Consolidated Fiscal Year (From October 1, 2023, to September 30, 2024) | | Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) | |
|--|---|---|---|--|
| | Number of share options (shares) | The weighted average exercise price (yen) | Number of share options (shares) | The weighted average exercise price (yen) |
| Beginning balance of unexercised options | 1,355,800 | 2,070 | 1,167,200 | 1,915 |
| Grant | – | – | 429,500 | 2,410 |
| Exercise | – | – | – | – |
| Forfeiture | 188,600 | 3,030 | 245,700 | 3,917 |
| Expiration | – | – | – | – |
| Outstanding balance of unexercised options at period- end | 1,167,200 | 1,915 | 1,351,000 | 1,708 |
| Outstanding balance of exercisable options at period- end | 987,200 | 1,449 | 921,500 | 1,381 |

- Notes: 1. There were no share options exercised during the period.
2. The exercise prices of outstanding share options at the end of the period ranged from 543 yen to 6,050 yen in the previous fiscal year and from 543 yen to 6,050 yen in the current fiscal year. The weighted average remaining contractual life was 24 years for the previous fiscal year and 19 years for the current fiscal year.

- (5) The fair value of the share options granted during the fiscal year under review on a consolidated basis and the methodology for estimating the fair value.

The estimated fair value of a single share option unit is determined using the Black-Scholes model. The parameters entered into this model are as follows:

| | 17th and 18th Share options |
|--|--------------------------------|
| Fair value (yen) | 94,900 |
| Stock price on allotment date (yen) | 2,814 |
| Exercise price (yen) | 2,410 |
| Expected volatility (%) (Note 1) | 45.20 |
| Option remaining life (years) (Note 2) | 3 |
| Expected dividend (%) (Note 3) | 1.42 |
| Risk-free interest rate (%) (Note 4) | 0.6 |

- Notes: 1. Calculations are based on the stock price performance from December 6, 2021, to December 13, 2024.
2. The period from the allotment date to the midpoint of the exercise period is estimated as the expected period.
3. Calculations are based on the dividend performance of the reporting company.
4. This reflects the yield on medium-term government bonds corresponding to the expected remaining term of the bond.

30. Financial Instruments

(1) Capital management

MACP Group makes informed dividend decisions, acquires treasury shares, grants share options, and finances its operations through a combination of debt and equity capital, maintaining an optimal capital ratio and maximizing shareholder value.

The main indicators used by the MACP Group for capital management are as follows. It should be noted that MACP Group is not subject to any major capital regulations, except for general provisions such as the Companies Act.

| | Transition date (October 1, 2023) | Previous Consolidated Fiscal Year (September 30, 2024) | Consolidated Fiscal Year Under Review (September 30, 2025) |
|--|--------------------------------------|--|---|
| Shareholders' equity (Thousand yen) | 36,146,329 | 39,715,454 | 42,772,130 |
| Equity ratio (%) | 73.0 | 76.7 | 76.7 |

Shareholders' equity: total interests attributable to owners of the parent company (excluding share options).

Equity ratio: shareholders' equity / total liabilities and equity.

(2) Classification of financial instruments

The carrying amount of financial instruments classified by the MACP Group is as follows.

| | (Thousands of yen) | | |
|--|--------------------------------------|--|---|
| | Transition date (October 1, 2023) | Previous consolidated fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
| Financial assets: | | | |
| Financial assets measured at amortized cost | | | |
| Cash and cash equivalents | 35,255,168 | 35,146,881 | 16,243,092 |
| Time deposits | 4,000,000 | 4,000,000 | 30,000,000 |
| Trade and other receivables | 247,117 | 1,191,236 | 270,446 |
| Other financial assets | 1,202,781 | 1,197,554 | 1,215,066 |
| Financial assets measured at fair value through other comprehensive income: | | | |
| Other financial assets | 10,084 | 2,829,955 | 1,668,075 |
| Total | <u>40,715,152</u> | <u>44,365,629</u> | <u>49,396,680</u> |
| Financial liabilities | | | |
| Financial liabilities measured at amortized cost: | | | |
| Trade and other payables | 1,957,554 | 2,677,573 | 2,677,782 |
| Other financial liabilities | 2,533 | 2,458 | 1,536 |
| Total | <u>1,960,087</u> | <u>2,680,031</u> | <u>2,679,319</u> |

(3) Equity financial assets measured at fair value through other comprehensive income

Long-term held investments are policy investments aimed at strengthening relationships; they are designated as equity financial instruments and measured at fair value through other comprehensive income.

A. Main stocks and fair value

The leading stocks and their fair value of equity financial instruments measured at fair value through other comprehensive income are as follows:

| | (Thousands of yen) | | |
|--------------------------|--------------------------------------|--|--|
| Stock | Transition date (October 1, 2023) | Previous consolidated fiscal year (September 30, 2024) | Consolidated Fiscal Year Under Review (September 30, 2025) |
| Frontier Management Inc. | – | 2,819,871 | 1,658,075 |

B. Dividends received

There are no applicable amounts.

(4) Financial risk management

MACP Group is exposed to various financial risks while conducting business activities. Therefore, following the internal management regulations, MACP periodically monitors financial risks and takes necessary measures to mitigate them.

In addition, MACP's policy is not to engage in derivative transactions.

A. Credit risk

Accounts receivable, which are trade receivables, are exposed to customers' credit risk. Regarding this risk, MACP strives to mitigate it by gathering preliminary information, mainly through its sales division. For the trade receivables, MACP manages due dates and balances for each business partner. In the case of standard transactions, MACP sets payment deadlines within one month to accelerate collections and thereby reduce risk. As of the transition date, neither the previous fiscal year nor the Consolidated Fiscal Year Under Review has any significant elapsed dates, and MACP has no significant credit risk exposures. Additionally, MACP Group does not hold excessively concentrated credit risk with respect to any single counterparty or group of associated counterparties.

The maximum exposure to credit risk at the end of the fiscal year is the carrying amount of financial assets, net of impairment. Moreover, significant bad debt losses have not been recognized in past years. As of the transition date, the allowance for doubtful accounts recorded is not material in the previous or fiscal year under review.

B. Liquidity risk

The trade payables are exposed to liquidity risk. MACP manages such risk by monitoring payment schedules through monthly cash flow statements to ensure awareness of payment plans. Additionally, MACP regularly monitors interest rate trends and other relevant factors regarding funding.

The accounts payable, classified as trade payables, are primarily due within two months. Additionally, the maturity analysis of the lease liabilities is detailed in "13. Leases."

C. Market risk

a. Foreign exchange risk

MACP Group is exposed to foreign exchange fluctuation risks associated with transactions involving foreign currency-denominated receivables and payables. However, MACP has determined that the impact of foreign exchange fluctuations on MACP Group is currently negligible. Therefore, the foreign exchange risk is not deemed significant for MACP Group. Thus, this disclosure has been omitted.

b. Interest rate risk

The MACP group may pay interest from raising funds during business activities, and those with variable rates face the risk of interest rate fluctuations. However, since MACP funds its working capital and capital investments mainly through shareholders' equity and holds cash and cash equivalents beyond its interest-bearing debt, the impact of interest payments on the MACP group is minimal, and the interest rate risk is also low.

Furthermore, fluctuations in market interest rates have little effect on MACP Group's profit and loss;

therefore, MACP has not included a description of the interest rate sensitivity analysis results.

c. Stock price fluctuation risk

MACP Group holds shares to strengthen relationships within its business and is exposed to the risk of price fluctuations in equity financial assets, specifically stocks. MACP regularly monitors market prices and issuers' economic conditions for these equity financial assets and reviews its holdings. It should be noted that MACP Group does not hold equity financial assets for short-term trading, nor does it actively buy or sell these investments.

Additionally, the effect of stock price fluctuations on MACP Group's profits and losses is minimal. Since MACP Group considers stock price fluctuation risk to be insignificant, it does not perform a sensitivity analysis of this risk.

(5) Fair value of financial instruments

A. Classification by level of financial instruments measured at fair value

The fair value hierarchy of financial instruments is classified into three levels, ranging from Level 1 to Level 3, as follows.

Level 1: Fair value measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Fair value measured using direct or indirect observable inputs, other than quoted prices included in Level 1.

Level 3: Fair value measured using unobservable inputs.

The fair value hierarchy level used for measuring fair value is based on MACP's level input, which is important to the entire fair value measurement. Transfers between MACP's fair value hierarchy levels are recognized as occurring at the end of each reporting period.

The breakdown of financial instruments regularly measured at fair value, classified by level of the fair value hierarchy, is as follows:

Transition date (October 1, 2023)

| | (Thousands of yen) | | | |
|--|--------------------|---------|---------|--------|
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | |
| Other financial assets | | | | |
| Financial assets measured at fair value through other comprehensive income | | | | |
| Shares and capital contribution | – | – | 10,084 | 10,084 |
| Total | – | – | 10,084 | 10,084 |

Previous fiscal year (September 30, 2024)

| | (Thousands of yen) | | | |
|--|--------------------|---------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | |
| Other financial assets | | | | |
| Financial assets measured at fair value through other comprehensive income | | | | |
| Shares and capital contribution | 2,819,871 | – | 10,084 | 2,829,955 |
| Total | 2,819,871 | – | 10,084 | 2,829,955 |

Current fiscal year (September 30, 2025)

| | (Thousands of yen) | | | |
|--|--------------------|---------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | |
| Other financial assets | | | | |
| Financial assets measured at fair value through other comprehensive income | | | | |
| Shares and capital contribution | 1,658,075 | – | 10,000 | 1,668,075 |
| Total | 1,658,075 | – | 10,000 | 1,668,075 |

B. Financial instruments measured at amortized cost

Disclosures for financial instruments settled quickly are omitted since their carrying amount is close to fair value. Additionally, disclosures for instruments not settled quickly are omitted due to their immaterial amounts.

31.Related Party Transactions

(1) Related party transactions

There are no relevant items.

(2) Compensation to key management personnel

Compensation for the key management personnel of the corporate group is as follows.

| | Previous Fiscal Year (From October 1, 2023, to September 30, 2024) | (Thousands of yen) Consolidated Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|--------------------|--|--|
| Basic remuneration | 68,940 | 70,590 |
| Bonus | 157,914 | 62,095 |
| Total | 226,854 | 132,685 |

32.Major Subsidiaries

"Section I: Overview of MACP, 4. Status of Affiliated Companies" provides basic information about major subsidiaries.

33.Important Subsequent Events

There are no applicable matters.

34.First-time adoption of IFRS

MACP Group discloses consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the fiscal year under review. The latest consolidated financial statements, prepared under generally accepted accounting standards in Japan (hereinafter referred to as "Japanese GAAP"), relate to the fiscal year ended September 30, 2024, with the transition to IFRS occurring on October 1, 2023.

(1) Exemption provision for retrospective application

IFRS 1 requires companies adopting IFRS for the first time to generally apply it retrospectively. However, some exceptions are recognized in specific areas, and the exemptions adopted by MACP Group are as follows:

A. Business combinations

IFRS 3 "Business Combinations" has not been applied retrospectively for business combinations before the transition date. Goodwill arising from acquisitions before the transition date is carried forward at the amount recognized based on Japanese standards as of the transition date and is accounted for at its carrying amount.

B. Translation adjustments for foreign operations

The full amount of the cumulative exchange differences as of the transition date is transferred from the total of other comprehensive Income to retained Earnings.

C. Leases

MACP determines whether a lease is included in the contracts existing at the transition date based on the facts and circumstances existing as of the same date. As of the transition date, the lease liability is

measured at the present value, discounted by the lessee's incremental borrowing rate. The right-of-use asset is measured at the same amount as the lease liability after adjusting for the prepaid and unpaid lease payments.

D. Designation of financial instruments recognized before the transition date

Equity financial assets are designated assets to be measured at fair value through other comprehensive income based on facts and circumstances existing at the transition date.

E. Equity compensation

MACP has elected not to apply IFRS 2 "Share-based Payment" to equity-settled share-based payments for which the vesting conditions are satisfied before the transition date.

F. The decommissioning obligations included in the cost of Property and equipment

MACP has elected to measure liabilities as of the transition date for decommissioning or similar purposes, included in the cost of Property and equipment.

(2) Mandatory exceptions under IFRS 1

IFRS 1 prohibits the retrospective application of IFRS concerning "estimates," "derecognition of financial assets and financial liabilities," and "classification and measurement of financial instruments." These items are recognized from the transition date onward.

(3) Reconciliation

The effect of shifting from Japanese GAAP to IFRS on MACP Group's financial position, operating results, and cash flows is detailed below. Moreover, items that do not impact retained earnings and comprehensive income are listed under "Reclassification" in the reconciliation table. Conversely, items that affect retained earnings and comprehensive income are classified under "Differences in Recognition and Measurement."

A. Adjustments to equity

Transition date (October 1, 2023)

(Thousands of yen)

| Japanese GAAP account titles | Japanese GAAP | Reclassification | Differences in recognition and measurement | IFRS | Notes | IFRS account titles |
|----------------------------------|---------------|------------------|--|------------|-------|-----------------------------|
| Assets | | | | | | Assets |
| Current assets | | | | | | Current assets |
| Cash and deposits | 39,255,168 | (4,000,000) | – | 35,255,168 | A | Cash and cash equivalents |
| | – | 4,000,000 | – | 4,000,000 | A | Time deposits |
| Accounts receivable - trade | 224,553 | 1,972 | 20,590 | 247,117 | | Trade and other receivables |
| | – | 124,647 | – | 124,647 | B | Income taxes receivable |
| Other current assets | 497,650 | (126,619) | (1,819) | 369,211 | B | Other current assets |
| Total current assets | 39,977,372 | – | 18,771 | 39,996,143 | | Total current assets |
| Non-current assets | | | | | | Non-current assets |
| Property and equipment (Note) | 1,182,721 | – | 46,764 | 1,229,486 | H | Property and equipment |
| | – | 580,380 | (580,380) | – | C, I | Goodwill |
| Intangible assets (Note) | 773,395 | (580,380) | (43,619) | 149,395 | C, I | Intangible assets |
| | – | – | 5,894,007 | 5,894,007 | J, K | Right-of-use assets |
| Investments and other assets | 1,968,470 | (1,022,524) | 266,919 | 1,212,866 | D, K | Other financial assets |
| | – | 1,011,649 | (17,615) | 994,034 | D | Deferred tax assets |
| | – | 10,874 | 40,155 | 51,030 | | Other non-current assets |
| Total non-current assets | 3,924,587 | – | 5,606,232 | 9,530,819 | | Total non-current assets |
| Total assets | 43,901,960 | – | 5,625,003 | 49,526,963 | | Total assets |

Note: Under the previous Japanese GAAP, the MACP Group had disclosed the cost and accumulated depreciation/amortization of Property and equipment and intangible assets on a total basis by non-current asset type. However, in the reconciliation table above, the amounts of Property and equipment and intangible assets are aggregated and presented at their carrying amounts.

(Thousands of yen)

| Japanese GAAP account titles | Japanese GAAPGAAP | Reclassification | Differences in Recognition and Measurement | IFRS | Notes | IFRS account titles |
|---|----------------------|------------------|--|-----------|---------|--|
| Liabilities | | | | | | Liabilities and equity |
| Current liabilities | | | | | | Liabilities |
| Current liabilities | | | | | | Current liabilities |
| Contract liabilities | 649,302 | – | – | 649,302 | | Contract liabilities |
| | – | – | 1,059,880 | 1,059,880 | J | Lease liabilities |
| Provision for bonuses | 297,095 | 719,517 | (88,176) | 928,436 | E, J, L | Other current liabilities |
| Provision for directors' bonuses | 216,541 | (216,541) | – | – | E | |
| Accounts payable - other | 1,957,554 | – | – | 1,957,554 | | Operating and other liabilities |
| Corporate taxes payable | 1,812,229 | (3,901) | – | 1,808,327 | | Income taxes payable |
| Consumption taxes payable | 230,886 | (230,886) | – | – | E | |
| Others | 268,188 | (268,188) | – | – | E | |
| Total current liabilities | 5,431,797 | – | 971,703 | 6,403,501 | | Total current liabilities |
| Non-current liabilities | | | | | | Non-current liabilities |
| | – | – | 4,184,342 | 4,184,342 | J | Lease liabilities |
| Liabilities for employee retirement benefits | 110,706 | – | 38,671 | 149,377 | | Non-current provisions for employee benefits |
| Provision for bonuses | 883,567 | 312,099 | – | 1,195,667 | F | Other non-current provisions |
| Provision for directors' bonuses | 273,957 | (273,957) | – | – | F | |
| | – | – | 906,373 | 906,373 | K | Provisions |
| | – | – | 58,097 | 58,097 | K | Deferred tax liabilities |

(Thousands of yen)

| Japanese GAAP account titles | Japanese GAAPGAAP | Reclassification | Differences in Recognition and Measurement | IFRS | Notes | IFRS account titles |
|---|----------------------|------------------|--|------------|-------|--|
| Others | 40,675 | (38,142) | – | 2,533 | F | Other financial liabilities (non- current) |
| Total non-current liabilities | 1,308,907 | – | 5,187,484 | 6,496,391 | | Total non-current liabilities |
| Total liabilities | 6,740,704 | – | 6,159,187 | 12,899,892 | | Total liabilities |
| Net assets | | | | | | Equity |
| Capital stock | 2,916,189 | – | – | 2,916,189 | | Share capital |
| Capital surplus | 2,905,939 | – | (42,107) | 2,863,831 | | Share premium |
| Retained earnings | 30,765,584 | – | (398,922) | 30,366,661 | M | Retained earnings |
| Treasury shares | (353) | – | – | (353) | | Treasury shares |
| Share options | 569,325 | – | (88,584) | 480,741 | N | Share options |
| Accumulated other comprehensive income | 4,570 | – | (4,570) | – | | Other components of equity |
| Total net assets | 37,161,255 | – | (534,184) | 36,627,070 | | Total equity |
| Total liabilities and net assets | 43,901,960 | – | 5,625,003 | 49,526,963 | | Total liabilities and equity |

Previous fiscal year (as of September 30, 2024)

(Thousands of yen)

| Japanese GAAP account titles | Japanese GAAP | Reclassification | Differences in Recognition and Measurement | IFRS | Notes | IFRS account titles |
|---------------------------------|---------------|------------------|--|------------|-------|-----------------------------|
| Assets | | | | | | Assets |
| Current assets | | | | | | Current assets |
| Cash and deposits | 39,146,881 | (4,000,000) | – | 35,146,881 | A | Cash and cash equivalents |
| | – | 4,000,000 | – | 4,000,000 | A | Time deposits |
| Accounts receivable - trade | 1,169,377 | 2,458 | 19,400 | 1,191,236 | | Trade and other receivables |
| | – | 0 | – | 0 | B | Income taxes receivable |
| | | 6,709 | – | 6,709 | | Other financial assets |
| Other current assets | 375,386 | (9,167) | (71,675) | 294,543 | B, G | Other current assets |
| Total current assets | 40,691,646 | – | (52,274) | 40,639,371 | | Total current assets |
| Non-current assets | | | | | | Non-current assets |
| Property and equipment (Note) | 1,074,219 | (20,824) | 77,296 | 1,130,691 | H | Tangible non-current assets |
| | – | 386,920 | (386,920) | – | C, I | Goodwill |
| Intangible assets (Note) | 541,915 | (386,920) | (29,079) | 125,915 | C, I | Intangible assets |
| | – | 20,824 | 4,630,309 | 4,651,133 | J, K | Right-of-use assets |
| Investments and other assets | 4,832,132 | (1,207,887) | 396,556 | 4,020,801 | D, K | Other financial assets |
| | – | 1,199,437 | (5,456) | 1,193,981 | D | Deferred tax assets |
| | – | 8,450 | 21,131 | 29,582 | | Other non-current assets |
| Total fixed assets | 6,448,266 | – | 4,703,838 | 11,152,105 | | Total non-current assets |
| Total assets | 47,139,913 | – | 4,651,563 | 51,791,477 | | Total assets |

Note: Under the previous Japanese GAAP, the MACP Group had disclosed the cost and accumulated depreciation/amortization of Property and equipment and intangible assets on a total basis by non-current asset type. However, in the reconciliation table above, the amounts of Property and equipment and intangible assets are aggregated and presented at their carrying amounts.

(Thousands of yen)

| Japanese GAAP Account titles | Japanese GAAP | Reclassification | Differences in Recognition and Measurement | IFRS | Notes | IFRS account titles |
|---|------------------|------------------|--|------------|---------|--|
| Liabilities | | | | | | Liabilities and equity Liabilities |
| Current liabilities | | | | | | Current liabilities |
| Contract liabilities | 1,063,746 | – | – | 1,063,746 | | Contract liabilities |
| | – | 4,683 | 1,168,394 | 1,173,077 | J | Lease liabilities |
| Provision for bonuses | 417,990 | 753,681 | (127,469) | 1,044,203 | E, J, L | Other current liabilities |
| Provision for director bonuses | 253,077 | (253,077) | – | – | E | |
| Accounts payable - other | 2,677,044 | 528 | – | 2,677,573 | | Trade and other payables |
| Corporate taxes payable | 690,143 | (5,421) | – | 684,722 | | Income taxes payable |
| | – | – | 5,228 | 5,228 | | Provisions |
| Consumption taxes payable | 162,087 | (162,087) | – | – | E | |
| Others | 338,308 | (338,308) | – | – | E | |
| Total current liabilities | 5,602,397 | – | 1,046,153 | 6,648,550 | | Total current liabilities |
| Non-current liabilities | | | | | | Non-current liabilities |
| | – | 18,234 | 3,020,074 | 3,038,309 | J | Lease liabilities |
| Net defined benefit liabilities | 83,965 | – | 25,898 | 109,863 | | Non-current provisions for employee benefits |
| Provision for bonuses | 930,091 | 93,009 | – | 1,023,101 | F | Other non-current liabilities |
| Provision for directors' bonuses | 54,870 | (54,870) | – | – | F | |
| | – | – | 909,412 | 909,412 | K | Provisions |
| | – | – | 41,419 | 41,419 | K | Deferred tax liabilities |
| Other | 58,832 | (56,373) | – | 2,458 | F | Other non-current financial liabilities |
| Total long-term liabilities | 1,127,760 | – | 3,996,805 | 5,124,565 | | Total non-current liabilities |
| Total liabilities | 6,730,157 | – | 5,042,958 | 11,773,116 | | Total liabilities |
| Net assets | | | | | | Equity |
| Capital stock | 2,916,189 | – | – | 2,916,189 | | Share capital |
| Capital surplus | 2,905,939 | – | (42,107) | 2,863,831 | | Share premium |
| Retained earnings | 33,959,708 | – | (185,091) | 33,774,617 | M | Retained earnings |
| Treasury shares | (353) | – | – | (353) | | Treasury shares |
| Share options | 462,532 | – | (159,626) | 302,906 | N | Share options |
| Accumulated other comprehensive income | 165,738 | – | (4,570) | 161,168 | | Other components of equity |
| Total net assets | 40,409,755 | – | (391,394) | 40,018,360 | | Total equity |
| Total liabilities and net assets | 47,139,913 | – | 4,651,563 | 51,791,477 | | Total liabilities and equity |

(Reclassification)

A. Time deposits

Fixed-term deposits with a deposit period exceeding three months, which were included in and presented as “Cash and deposits” under Japanese GAAP, are presented as “Time deposits” under IFRS.

B. Income taxes receivable

Income taxes refund receivable, which were included in and presented as “Other current assets” under current assets under Japanese GAAP, are presented as “Income taxes receivable” under IFRS.

C. Goodwill

The accounting treatment of goodwill, included in intangible assets under Japanese standards, is shown separately under IFRS.

D. Deferred tax assets

Under IFRS, “Deferred tax assets” that MACP included in “investments and other assets” under Japanese standards are presented separately.

E. Other current liabilities

The items “provision for bonuses,” “accrued consumption taxes,” “provision for directors’ bonuses,” and “others,” which MACP separately listed under current liabilities according to Japanese standards, are now included under “Other Current Liabilities” following IFRS.

F. Other non-current liabilities

Under Japanese standards, the “provision for bonuses,” “provision for officers’ bonuses,” and long-term payables, which MACP previously classified as “other” under non-current liabilities, are now classified as “other non-current liabilities” under IFRS standards.

(Recognition and measurement differences)

G. Advertising and promotional assets

Under Japanese GAAP, assets for advertising purposes included in “Other” under “current assets” have been reclassified to retained earnings under IFRS, as they do not meet the definition of an asset.

H. Tangible non-current assets

Under Japanese GAAP, MACP uses the declining balance method (except for building-attached equipment acquired after April 1, 2016, which uses the straight-line method) for depreciating Property and equipment (excluding lease assets). In contrast, under IFRS, MACP mainly applies the straight-line depreciation method.

I. Goodwill

Under Japanese GAAP, goodwill was amortized over a specific period; however, under IFRS, goodwill is not amortized, and amortization has been discontinued from the transition date onward. Additionally,

under Japanese standards, impairment is determined only when there are indications of impairment. In contrast, under IFRS, a goodwill impairment test is conducted annually, regardless of any impairment indications.

On the transition date, MACP conducted a goodwill impairment test. It recognized an impairment loss of ¥640,000 thousand (¥580,380 thousand for goodwill and ¥43,619 thousand for other items) because the future cash flows originally anticipated for the goodwill allocated RECOF Corporation are no longer expected. The recoverable amount is determined based on value in use, calculated by discounting the estimated cash flows prepared under the business plan approved by management to their present value. The recoverable amount of the cash-generating unit, which includes this goodwill, is ¥1,502,000 thousand. The discount rate used to calculate the value in use is 13.7%.

J. Leasing

Under Japanese standards, MACP reclassified leases for lessees into finance and operating leases, and the accounting for operating leases was performed using methods applicable to regular lease transactions. Under IFRS, lessees do not classify leases as either finance or operating leases; instead, they recognize right-of-use assets and lease liabilities. Under Japanese standards, operating leases with incentives, such as free rent, are recognized evenly over the lease term. The difference between incurred expenses and paid amounts under Japanese standards was recorded as outstanding expenses, but this is eliminated upon recognizing the right-of-use asset and lease liability under IFRS.

K. Asset retirement obligations

Under Japanese standards, MACP had deducted asset retirement obligations from security deposits. Under IFRS, these obligations are recognized as a provision and depreciated by adding them to the cost of the relevant property and equipment or right-of-use assets.

L. Allowance for paid leave

Under Japanese GAAP, unused employee paid leave does not create liabilities; however, under IFRS, it is recognized as a liability.

M. Retained earnings

The effect of applying IFRS on retained earnings is as follows. The amounts below are after adjustments for the related tax effects.

| | Transition date (October 1, 2023) | (Thousands of yen) Previous consolidated fiscal year (As of September 30, 2024) |
|-------------------------------------|--------------------------------------|--|
| Goodwill | (610,643) | (407,095) |
| Share-based payment | 88,584 | 159,626 |
| Asset retirement obligations (Note) | 129,757 | 101,679 |
| Allowance for paid leave | (48,407) | (49,408) |
| Others | 41,785 | 10,107 |
| Total | (398,922) | (185,091) |

Note: The effect of adjustments for the related tax effects on retained earnings included negative 98,834 thousand yen at the transition date and negative 75,881 thousand yen at the end of the previous fiscal year, respectively.

N. Share options

Under Japanese standards, the expiration of the paid-in portion of paid share options was recognized when it was confirmed to be so. However, under IFRS, it is recognized when it is reasonably expected that the performance conditions will not be met. Additionally, forfeited share options have been added back to Retained Earnings.

B. Adjustments to comprehensive income

Previous fiscal year ended September 30, 2024

| (Thousands of yen) | | | | | | |
|---|---------------|------------------|--|------------|------|--|
| Japanese GAAP Account Titles | Japanese GAAP | Reclassification | Differences in Recognition and Measurement | IFRS | Note | IFRS Account Titles |
| Revenue | 19,166,533 | – | – | 19,166,533 | | Revenue |
| Cost of sales | 6,860,807 | – | (2,720) | 6,858,086 | | Cost of sales |
| Gross profit | 12,305,726 | – | 2,720 | 12,308,446 | | Gross profit |
| Selling, general, and administrative expenses | 5,930,619 | 8,471 | (126,543) | 5,812,546 | B | Selling, general, and administrative expenses |
| | – | 91,705 | (88,584) | 3,121 | A, C | Other revenue |
| | – | 1,561 | 143 | 1,705 | | Other expenses |
| Operating profit | 6,375,107 | 81,672 | 40,536 | 6,497,315 | | Operating profit |
| Non-operating profit | 7,121 | (3,121) | 668 | 4,669 | | Finance income |
| Non-operating expenses | 1,589 | (1,561) | 28,126 | 28,154 | | Finance costs |
| Extraordinary income | 88,584 | (88,584) | – | – | A | |
| Net income before adjustment of income taxes | 6,469,223 | (8,471) | 13,078 | 6,473,830 | | Profit before income tax |
| Total corporate taxes | 2,004,755 | (8,471) | (33,486) | 1,962,797 | | Income tax expense |
| Net income for the period | 4,464,468 | – | 46,564 | 4,511,032 | | Profit for the period |
| Other comprehensive income | | | | | | Other comprehensive income |
| | – | – | 7,640 | 7,640 | | Items that will not be reclassified to profit or loss |
| | | | | | | Remeasurement of defined benefit plans |
| Valuation difference on available-for-sale securities | 162,813 | – | – | 162,813 | | Financial assets measured at fair value through other comprehensive income |
| | | | | | | Items that may be reclassified to profit or loss |
| Foreign currency translation adjustments | (1,645) | – | – | (1,645) | | Translation adjustments for foreign operations |
| Total other comprehensive income | 161,168 | – | 7,640 | 168,808 | | Other comprehensive income |
| Comprehensive income | 4,625,636 | – | 54,204 | 4,679,841 | | Comprehensive income for the current period |

(Reclassification)

a. Other Income

Under Japanese standards, earnings previously displayed as "extraordinary income" are included under "other revenue" in IFRS, except for financial-related items.

(Differences in recognition and measurement)

b. Goodwill

Under Japanese standards, goodwill is amortized over a specific period. However, regular amortization is not performed under IFRS, and goodwill amortization expenses recognized under Japanese standards are reversed.

c. Share options

Under Japanese accounting standards, the amount related to the reversal of share options was recorded as special income; however, under IFRS, it is accounted for as equity.

C. Adjustment to cash flows

Previous fiscal year ended September 30, 2024

Under Japanese standards, payments for operating leases are reclassified under cash flows from operating activities. In contrast, under IFRS, they are classified under cash flows from financing activities as expenditures for the repayment of lease liabilities corresponding to right-of-use assets.

(2). Other

Semi-annual information for the fiscal year under review

(Thousands of yen unless otherwise stated)

| | First six months | Fiscal year under review |
|---|------------------|--------------------------|
| Revenue | 11,466,734 | 22,449,092 |
| Profit before income tax | 4,412,368 | 7,701,393 |
| Profit attributable to owners of the parent | 2,877,126 | 5,514,937 |
| Basic earnings per share (Yen) | 90.59 | 173.65 |

Notes:

1. The semi-annual report for the fiscal year under review has been prepared following Japanese standards.
2. The fiscal year (from October 1, 2024, to September 30, 2025) is not subject to audit pursuant to Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act.

2. Financial statements, etc.

(1). Financial statements

A. Balance sheets

(Thousands of yen)

| | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
|---|--|--|
| Assets | | |
| Current assets | | |
| Cash and deposits | 36,982,792 | 43,990,621 |
| Accounts receivable | 1,024,733 | 164,893 |
| Prepaid expenses | 305,873 | 311,925 |
| Short-term loans to affiliates | 47,000 | 26,000 |
| Other | 7,594 | 68,404 |
| Total current assets | 38,367,994 | 44,561,845 |
| Non-current assets | | |
| Tangible non-current assets | | |
| Leasehold improvements | 800,582 | 719,174 |
| Tools, instruments, and equipment | 144,352 | 119,872 |
| Total tangible non-current assets | 944,934 | 839,047 |
| Intangible non-current assets | | |
| Software | 3,103 | 11,022 |
| Total intangible non-current assets | 3,103 | 11,022 |
| Investments and other assets | | |
| Investment securities | *2,819,871 | *1,658,075 |
| Shares of affiliated companies | 3,226,159 | 1,642,859 |
| Long-term loans to affiliates | 80,000 | 251,000 |
| Deferred expenses – long-term portion | 8,422 | 14,643 |
| Deferred tax assets | 1,171,388 | 2,202,826 |
| Security deposit | 621,557 | 506,197 |
| Investments in capital | 10,000 | 10,000 |
| Total for investment and other assets. | 7,937,400 | 6,285,601 |
| Total for non-current assets. | 8,885,438 | 7,135,670 |
| Total assets | 47,253,432 | 51,697,516 |

(Thousands of yen)

| | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
|--|--|--|
| Liabilities | | |
| Current liabilities | | |
| Accrued expenses | 299,105 | 313,592 |
| Contract liabilities | 836,429 | 1,091,572 |
| Provision for bonuses | 364,883 | 515,336 |
| Provision for directors' bonuses | 209,101 | 6,673 |
| Accounts payable | 2,556,688 | 2,555,191 |
| Accrued corporate taxes and other liabilities | 648,562 | 1,289,632 |
| Accrued consumption taxes and other liabilities | 72,080 | 477,902 |
| Deposits received | 9,243 | 63,216 |
| Unpaid dividends | 528 | 836 |
| Total current liabilities | 4,996,624 | 6,313,952 |
| Non-current liabilities | | |
| Long-term accounts payable | 2,458 | 1,536 |
| Long-term accrued expenses | 38,138 | 41,502 |
| Provision for bonuses | 930,091 | 975,096 |
| Provision for directors' bonuses | 54,870 | 28,385 |
| Total non-current liabilities | 1,025,560 | 1,046,521 |
| Total liabilities | 6,022,184 | 7,360,474 |
| Net assets | | |
| Shareholders' equity | | |
| Share capital | 2,916,189 | 2,916,189 |
| Capital surplus | | |
| Legal capital surplus | 2,905,939 | 2,905,939 |
| Total capital surplus | 2,905,939 | 2,905,939 |
| Retained earnings | | |
| Other retained earnings | | |
| Carried forward retained earnings | 34,784,125 | 38,610,630 |
| Retained earnings | 34,784,125 | 38,610,630 |
| Treasury shares | (353) | (419) |
| Total equity | 40,605,900 | 44,432,338 |
| Valuation and translation adjustments | | |
| Net unrealized gain on other securities | 162,813 | (634,896) |
| Total valuation and translation adjustments | 162,813 | (634,896) |
| Share options | 462,532 | 539,599 |
| Total equity | 41,231,247 | 44,337,041 |
| Total liabilities and equity | 47,253,432 | 51,697,516 |

B. Income statements

(Thousands of yen)

| | Previous Fiscal Year (From October 1, 2023, to September 30, 2024) | Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) |
|--|--|--|
| Total revenue | Note 1 17,273,518 | Note 1 20,685,940 |
| Cost of sales | Note 1 6,103,648 | Note 1 7,567,582 |
| Gross profit | 11,169,869 | 13,118,357 |
| Selling and general administrative expenses | Note 1, Note 2 4,676,648 | Note 1, Note 2 5,087,559 |
| Operating profit | 6,493,220 | 8,030,798 |
| Non-operating profit | | |
| Interest income | Note 1 5,235 | Note 1 96,160 |
| Miscellaneous income | 5,050 | 6,948 |
| Total non-operating profit | 10,286 | 103,109 |
| Non-operating expenses | | |
| Loss on disposal of non-current assets | 279 | 66 |
| Miscellaneous losses | 44 | 754 |
| Total non-operating expenses | 323 | 821 |
| Ordinary income | 6,503,184 | 8,133,086 |
| Extraordinary income | | |
| Gain on reversal of stock options | 88,584 | 183,104 |
| Total extraordinary income | 88,584 | 183,104 |
| Extraordinary loss | | |
| Loss on valuation of shares of subsidiaries and associates | – | 1,583,300 |
| Total extraordinary loss | – | 1,583,300 |
| Profit before income taxes | 6,591,768 | 6,732,890 |
| Corporate income taxes, inhabitant taxes, and enterprise taxes | 2,220,193 | 2,303,392 |
| Adjustment of corporate tax, etc. | (228,756) | (667,351) |
| Total corporate taxes, etc. | 1,991,437 | 1,636,041 |
| Profit for the year | 4,600,331 | 5,096,849 |

Schedule of cost of sales

(Thousands of yen unless otherwise stated)

| Category | Note | Prior Fiscal Year (From October 1, 2023) Until September 30, 2024) | | Fiscal Year Under Review (From October 1, 2024 to September 30, 2025) | |
|---|------|--|--------------------------|---|--------------------------|
| | | Amount | Composition ratio (%) | Amount | Composition ratio (%) |
| I. Personnel expenses | *1 | 4,710,033 | 77.2 | 6,117,727 | 80.8 |
| II. Expenses | *2 | 1,393,615 | 22.8 | 1,449,855 | 19.2 |
| Cost of sales for the current period | | 6,103,648 | 100.0 | 7,567,582 | 100.0 |

Notes

(Thousands of yen)

| Previous Fiscal Year (From October 1, 2023, to September 30, 2024) | | Fiscal Year Under Review (From October 1, 2024, to September 30, 2025) | |
|---|-----------|---|-----------|
| *1 The major breakdown of personnel expenses is as follows. | | *1 The major breakdown of personnel expenses is as follows. | |
| Salaries and allowances | 852,282 | Salaries and allowances | 1,194,878 |
| Bonuses | 2,764,688 | Bonuses | 3,457,262 |
| Provision for bonus reserves | 785,150 | Provision for bonus reserves | 1,087,690 |
| Statutory welfare expenses | 294,407 | Statutory welfare expenses | 359,547 |
| *2 The main breakdown of expenses is as follows. | | *2 The main breakdown of expenses is as follows. | |
| Outsourcing expenses | 815,835 | Outsourcing expenses | 794,732 |
| Travel expenses | 506,405 | Travel expenses | 561,997 |

C. Statement of Changes in Shareholders' Equity

Previous fiscal year (From October 1, 2023, to September 30, 2024)

(Thousands of yen)

| | Shareholders' equity | | | | | | |
|--|----------------------|-----------------------|---------------------|--|-------------------------|-----------------|----------------------------|
| | Share capital | Share premium | | Retained earnings | | Treasury shares | Total shareholders' equity |
| | | Legal capital surplus | Total share premium | Other retained earnings Retained earnings carried forward | Total retained earnings | | |
| Beginning balance | 2,916,189 | 2,905,939 | 2,905,939 | 31,454,138 | 31,454,138 | (353) | 37,275,913 |
| Changes in the period | | | | | | | |
| Distribution of surplus | | | | (1,270,344) | (1,270,344) | | (1,270,344) |
| Profit for the period | | | | 4,600,331 | 4,600,331 | | 4,600,331 |
| Acquisition of treasury shares | | | | | | | – |
| Net change during the period other than shareholders' equity | | | | | | | |
| Total changes for the period | – | – | – | 3,329,987 | 3,329,987 | – | 3,329,987 |
| Ending balance | 2,916,189 | 2,905,939 | 2,905,939 | 34,784,125 | 34,784,125 | (353) | 40,605,900 |

| | Valuation and translation adjustments | | Share options | Total net assets |
|--|---|---|---------------|------------------|
| | Net unrealized gain (loss) on available-for-sale securities | Total valuation and translation adjustments | | |
| Beginning balance | – | – | 569,325 | 37,845,239 |
| Changes in the period | | | | |
| Distribution of surplus | | | | (1,270,344) |
| Profit for the period | | | | 4,600,331 |
| Acquisition of treasury shares | | | | – |
| Net change during the period other than shareholders' equity | 162,813 | 162,813 | (106,792) | 56,021 |
| Total changes for the period | 162,813 | 162,813 | (106,792) | 3,386,008 |
| Ending balance | 162,813 | 162,813 | 462,532 | 41,231,247 |

Fiscal year under review (From October 1, 2024, to September 30, 2025)

(Thousands of yen)

| | Shareholder's equity | | | | | | |
|--|----------------------|-----------------------|---------------------|-------------------------|-------------------------|-----------------|----------------------------|
| | Share capital | Share premium | | Retained earnings | | Treasury shares | Total shareholders' equity |
| | | Legal capital surplus | Total share premium | Other retained earnings | Total retained earnings | | |
| Beginning balance | 2,916,189 | 2,905,939 | 2,905,939 | 34,784,125 | 34,784,125 | (353) | 40,605,900 |
| Changes in the period | | | | | | | |
| Distribution of surplus | | | | (1,270,344) | (1,270,344) | | (1,270,344) |
| Profit for the period | | | | 5,096,849 | 5,096,849 | | 5,096,849 |
| Acquisition of treasury shares | | | | | | (66) | (66) |
| Net change during the period other than shareholders' equity | | | | | | | |
| Total changes for the period | - | - | - | 3,826,505 | 3,826,505 | (66) | 3,826,439 |
| Ending balance | 2,916,189 | 2,905,939 | 2,905,939 | 38,610,630 | 38,610,630 | (419) | 44,432,338 |

| | Valuation and translation adjustments | | Share options | Total net assets |
|--|---|---|---------------|------------------|
| | Net unrealized gain (loss) on available-for-sale securities | Total valuation and translation adjustments | | |
| Beginning balance | 162,813 | 162,813 | 462,532 | 41,231,247 |
| Changes in the period | | | | |
| Distribution of surplus | | | | (1,270,344) |
| Profit for the period | | | | 5,096,849 |
| Acquisition of treasury shares | | | | (66) |
| Net change during the period other than shareholders' equity | (797,709) | (797,709) | 77,066 | (720,643) |
| Total changes for the period | (797,709) | (797,709) | 77,066 | 3,105,796 |
| Outstanding Balance at Period-end | (634,896) | (634,896) | 539,599 | 44,337,041 |

(Notes)

(Significant Accounting Policies)

1. Depreciation method for non-current assets

(1). Property and equipment (excluding leased assets)

The declining-balance method is applied. The main useful lives are as follows:

Leasehold improvements: 10 to 15 years

Tools, furniture, and fixtures: 4 to 20 years

However, for leasehold improvements acquired on or after April 1, 2016, the straight-line method is adopted.

(2). Intangible assets (excluding leased assets)

The straight-line method is applied.

Software for internal use: 5 years (expected useful life for internal use)

(3). Leased assets

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

The straight-line method is used, with the lease term as the useful life and the residual value set to zero.

2. Basis for recording provisions

(1). Allowance for doubtful accounts

To provide for losses due to bad debts, we record the estimated uncollectible amount. For general receivables, this is based on the historical bad debt ratio. For doubtful receivables and other specific receivables, we individually assess their collectability.

(2). Provision for bonuses

We have recorded a provision based on the estimated amount to be paid to cover bonuses for employees.

(3). Provision for directors' bonuses

We have recorded a provision based on the estimated amount to be paid to cover bonuses for directors.

3. Evaluation standards and methods for securities

(1). Shares of affiliated companies

We evaluate at cost using the moving-average method.

(2). Other securities

Securities other than shares, etc., without market prices

These are measured at fair value, with all valuation differences included directly in net assets, and the cost of securities sold calculated using the moving-average method.

4. Significant accounting policies for revenue and expense recognition

The primary performance obligations related to revenue from contracts with our customers and the usual timing for fulfilling these obligations (the typical timing of revenue recognition) are as follows:

For M&A brokerage and advisory services, the performance obligation is to deliver services until the client's share transfer or business transfer is completed. Revenue is primarily recognized at the point when the transfer is finalized.

(Significant Accounting Estimates)

Accounting estimates are made based on reasonable amounts derived from the information available to MACP at the time of preparing the Annual Securities Report.

The items below, whose amounts are recorded in the financial statements for the fiscal year under review based on accounting estimates, may have a significant effect on the financial statements for the following fiscal year.

Valuation of shares of subsidiaries and associates

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

| | Amount (Thousands of yen) |
|--|---------------------------|
| Shares of subsidiaries and associates | 1,642,859 |
| Loss on valuation of shares of subsidiaries and associates | 1,583,300 |

(2) Information on significant accounting estimates for identified items

If the estimated substantive value of shares of subsidiaries and associates to evaluate them significantly declines compared to their carrying amount, MACP recognizes impairment unless the possibility of recovery is supported by sufficient evidence. MACP estimates the substantive value of shares of subsidiaries and associates without market prices based on performance forecasts for each subsidiary and associate. These estimates mainly use budgets and past results, including key assumptions such as the number of closed deals, unit commission price, and the number of consultants.

The above assumptions are determined based on management's best estimates but may be affected by changes in uncertain future economic conditions. If revisions of these assumptions become necessary, they could impact the financial statements for the following fiscal year.

(Additional Information)

Transaction involving the grant of paid share options with vesting conditions

For transactions in which paid share options with vesting conditions are granted to employees before the application date of the *Practical Solution on Transactions Granting Employees and Others Stock Acquisition Rights, which Involve Considerations, with Vesting Conditions* (Practical Solution No. 36, January 12, 2018, hereinafter "PS No. 36"), MACP continues to apply the accounting treatment previously adopted pursuant to Paragraph 10 (3) of PS No. 36.

1. Overview of paid share options with vesting conditions

This information is omitted as it is disclosed in Note 29 "share-based payment" under "Notes to Consolidated Financial Statements" in "V. Financial Information, 1. Consolidated Financial Statements, (1) Consolidated Financial Statements" of this report.

2. Overview of the accounting treatment adopted

Accounting treatment before vesting date

- (1) The amounts paid by employees upon grant of paid share options with vesting conditions are recorded as share options under net assets.
- (2) The paid amounts recorded as share options are recognized as income for the portion corresponding to forfeitures due to the conditions not being met.

Accounting treatment after vesting date

- (3) When paid share options with vesting conditions are exercised and new shares are issued, the amount recorded as share options is reclassified to paid-in capital for the portion corresponding to the exercise of the options.
- (4) If the options are not exercised and forfeited, the amount recorded as share options is recognized as income for the portion corresponding to the forfeitures. This accounting treatment is implemented in the fiscal year in which the forfeitures become definitive.

(Notes to Balance Sheet)

* This note is omitted as the details are disclosed in "9. Other Financial Assets" under "Notes to the Consolidated Financial Statements" in "V. Financial Information, 1. Consolidated Financial Statements, (1) Consolidated Financial Statements" of this report.

(Notes to Statement of Income)

*1 Transactions with related parties

| | (Thousands of yen) | |
|--|---|---|
| | Previous fiscal year (From October 1, 2023 to September 30, 2024) | Fiscal year under review (From October 1, 2024 to September 30, 2025) |
| Transaction amount from operating transactions | | |
| Total revenue | 71,133 | 21,875 |
| Cost of sales | 41,033 | 19,840 |
| Selling, general and administrative expenses | 24,974 | 32,510 |
| Transaction amount from non-operating transactions | 6,193 | 6,509 |

*2: The main items, amounts, and approximate percentages of selling, general, and administrative expenses are as follows:

| | (Thousands of yen unless otherwise stated) | |
|-------------------------------------|--|--|
| | Previous fiscal year (From October 1, 2023, to September 30, 2024) | Fiscal year under review (From October 1, 2024, to September 30, 2025) |
| Advertising expenses | 1,225,744 | 1,397,313 |
| Directors' compensation | 183,157 | 118,439 |
| Salaries and allowances | 227,728 | 251,361 |
| Bonuses | 190,594 | 194,037 |
| Provision for bonuses | 11,661 | 15,191 |
| Provision for directors' bonuses | 43,697 | 14,245 |
| Recruitment expenses | 170,897 | 189,307 |
| Rent expenses | 793,652 | 801,021 |
| Fees and commissions expenses | 630,965 | 744,432 |
| Taxes and duties | 213,692 | 246,970 |
| Depreciation and amortization | 279,183 | 270,361 |
| Service compensation | 143,644 | 158,896 |
| Approximate ratio | | |
| Selling expenses | 29% | 32% |
| General and administrative expenses | 71% | 68% |

(Notes to Securities)

The fair value of shares of subsidiaries is not disclosed as they are unlisted equity securities.

The carrying amount of unlisted equity securities of subsidiaries on the balance sheet is as follows:

| | (Thousands of yen) | |
|--------------------------------|--|--|
| Classification | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
| Shares of affiliated companies | 3,226,159 | 1,642,859 |
| Total | 3,226,159 | 1,642,859 |

(Notes to Tax Effect Accounting)

1. Breakdown of the leading causes of deferred tax assets and deferred tax liabilities

| | (Thousands of yen) | |
|--|--|--|
| | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
| Deferred tax assets | | |
| Accrued business tax | 42,904 | 89,277 |
| Accrued social insurance premiums | 36,310 | 40,119 |
| Accrued bonuses | 577,343 | 592,837 |
| Provision for bonuses | 396,521 | 465,146 |
| Asset retirement obligations | 68,283 | 110,527 |
| Accrued rent expense | 85,238 | 64,287 |
| Valuation difference on available-for-sale securities | – | 292,230 |
| Loss on valuation of shares of subsidiaries and associates | – | 499,056 |
| Other | 36,642 | 49,343 |
| Total deferred tax assets | 1,243,244 | 2,202,826 |
| Deferred tax liability | | |
| Valuation difference on available-for-sale securities | (71,855) | – |
| Total deferred tax liabilities | (71,855) | – |
| Net deferred tax assets | 1,171,388 | 2,202,826 |

2. Breakdown of major items causing significant differences between the statutory tax rate and the effective tax rate after application of tax effect accounting

| | (Unit: %) | |
|--|--|--|
| | Previous fiscal year (September 30, 2024) | Fiscal year under review (September 30, 2025) |
| Statutory tax rate | 30.62 | 30.62 |
| (Adjustments) | | |
| Directors' bonuses that are permanently non-deductible | 0.73 | 0.28 |
| Entertainment expenses and other permanently non-deductible expenses | 0.36 | 0.36 |
| Tax credit for wage increases | (1.03) | (6.64) |
| Other | (0.47) | (0.31) |
| Effective tax rate after application of tax effect accounting | 30.21 | 24.3 |

3. Revisions to the amounts of deferred tax assets and deferred tax liabilities due to changes in income tax rates

Following the enactment of the Act for Partial Revision of the Income Tax Act, etc. (Act No. 13 of 2025), a defense special corporate tax will be imposed for fiscal years beginning on or after April 1, 2026. Accordingly, deferred tax assets and deferred tax liabilities for temporary differences expected to be reversed on or after October 1, 2026 have been calculated using the statutory tax rate changed from 30.62% to 31.52%. As a result, deferred tax assets increased 36,998 thousand yen at the end of the current fiscal year.

(Notes on Revenue Recognition)

Footnote with basic information for understanding revenue from contracts with customers has been omitted, as it is disclosed in "23. Revenue" in the "Notes to Consolidated Financial Statements" under "V. Financial Information, 1. Consolidated Financial Statements, (1) Consolidated Financial Statements."

(Notes on Significant Subsequent Events)

There are no applicable matters.

D. Detailed Statement

Schedule of Non-current Assets and Equipment

(Thousands of yen)

| Classification | Type of asset | Beginning balance | Increase during the period | Decrease during the period | Amortization for the current period | Ending balance | Accumulated depreciation |
|-----------------------------|--------------------------------|-------------------|----------------------------|----------------------------|-------------------------------------|----------------|--------------------------|
| Tangible non-current assets | Leasehold improvements | 949,389 | – | – | 81,407 | 949,389 | 230,214 |
| | Tools, furniture, and fixtures | 313,823 | 35,280 | 8,934 | 59,693 | 340,168 | 220,296 |
| | Total | 1,263,212 | 35,280 | 8,934 | 141,101 | 1,289,557 | 450,510 |
| Non-current assets | Software | 13,695 | 9,623 | – | 1,704 | 23,318 | 12,296 |
| | Total | 13,695 | 9,623 | – | 1,704 | 23,318 | 12,296 |

Notes:

- The main components of the increase during the period are as follows:

| | | |
|--------------------------------|---|---------------------|
| Tools, furniture, and fixtures | IT infrastructure development and enhancement | 35,280 thousand yen |
| Software | Software for internal use | 9,623 thousand yen |

- The main components of the decrease during the period are as follows:

| | | |
|--------------------------------|------------------------------|--------------------|
| Tools, furniture, and fixtures | Disposal of office equipment | 8,934 thousand yen |
|--------------------------------|------------------------------|--------------------|

- The "Beginning balance" and "Ending balance" are stated at cost.

Schedule of Provisions

(Thousands of yen)

| Item | Balance at the beginning of the period | Increase during the period | Decrease during the period | Balance at the end of the period |
|----------------------------------|--|----------------------------|----------------------------|----------------------------------|
| Provision for bonuses | 1,294,975 | 1,140,970 | 945,512 | 1,490,432 |
| Provision for directors' bonuses | 263,972 | 14,245 | 243,158 | 35,058 |

(2). Details of Major Assets and Liabilities

As consolidated financial statements have been prepared, this information has been omitted.

(3). Other

Not applicable.

VI. Overview of Share Administration of the Reporting Company

| | | |
|---|---|---|
| Fiscal Year | From October 1 of each year to September 30 of the following year | |
| Annual General Meeting of Shareholders | Every December | |
| Record Date | September 30 of each year | |
| Record date for the dividend of surplus | March 31 and September 30 of each year | |
| Number of shares constituting one unit | 100 shares | |
| Purchase of shares less than one unit | Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited 1-4-1, Marunouchi, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited 1-4-1, Marunouchi, Chiyoda-ku, Tokyo | |
| Handling office | | |
| Transfer Agent | | |
| Handling Office | | – |
| Purchase Fee | | An amount separately determined equivalent to the fee for entrusting the sale and purchase of shares. |
| Method of Public Notice | The method of public notice of the Company shall be electronic public notice (https://www.ma-cp.com/). However, if public notices cannot be made by electronic public notice due to accidents or other unavoidable reasons, they will be published in the Nikkei (Japan Economic Daily). | |
| Shareholder Benefits | Not applicable. | |

Notes: The Company's Articles of Incorporation stipulate that shareholders may not exercise rights other than those listed below concerning their shares less than one unit:

1. Rights enumerated in each item of Article 189, Paragraph 2 of the Companies Act
2. Right to make a demand pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act
3. The right to receive allotment of shares and share options in proportion to the number of shares held by shareholders

VII. Reference Information on the Reporting Company

1. Information on the Parent Company, etc. of the Reporting Company

The Company does not have a parent company, etc. as stipulated in Article 24-7, Paragraph 1 of the Financial Instruments and Exchange Act.

2. Other Reference Information

The following documents have been filed during the period from the beginning of the fiscal year under review to the date of submission of this Annual Securities Report:

(1). Annual Securities Report and its attachments, and Confirmation Letter

19th Fiscal Year (From October 1, 2023, to September 30, 2024) filed to the Director of the Kanto Local Finance Bureau on December 23, 2024

(2). Internal Control Report and its attachments

Filed to the Director of the Kanto Local Finance Bureau on December 23, 2024

(3). Semi-annual Securities Report and Confirmation Letter

First half of the 20th Fiscal Year (From October 1, 2024, to March 31, 2025) filed to the Director of the Kanto Local Finance Bureau on May 15, 2025

(4). Amendment Report of Annual Securities Report and Confirmation Letter

18th Fiscal Year (From October 1, 2022, to September 30, 2023) filed to the Director of the Kanto Local Finance Bureau on March 13, 2025

19th Fiscal Year (From October 1, 2023, to September 30, 2024) filed to the Director of the Kanto Local Finance Bureau on March 13, 2025

(5). Extraordinary Report

Extraordinary Report based on the provisions of Article 19, Paragraph 2, Item 2-2 (Determination of Matters Concerning Offering of Share Options) of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.

Filed to the Director-General of the Kanto Local Finance Bureau on November 15, 2024

Extraordinary Report based on the provisions of Article 19, Paragraph 2, Item 9-2 (Results of Voting Rights Exercise at Shareholders' Meeting) of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.

Filed to the Director-General of the Kanto Local Finance Bureau on December 23, 2024

Part II Information on Guarantor Companies, etc. of the Reporting Company

Not applicable.