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October 21, 2022

Company name: Appier Group, Inc.
Representative: Chih-Han Yu, Representative Director and CEO
(TSE Growth Code: 4180)
Contact: Koji Tachibana, Senior Vice President of Finance
(TEL. + 81 – 3 – 6435 – 6617)

Announcement on Granting, Acquisition and Cancellation of Stock Options (Share Acquisition Rights)

Appier Group, Inc. (the "**Company**") hereby announces that at the meeting of the Board of Directors dated as of October 21, 2022, the Company resolved to issue share acquisition rights as the Company's stock option program in accordance with Articles 238 and 240 of the Companies Act, and to acquire and cancel part of the share acquisition rights that the Company previously issued in accordance with Articles 273, 274 and 276 of the Companies Act as follows:

I. Granting Stock Options (Share Acquisition Rights)

1. Reason for issuing share acquisition rights as the Company's stock option program

The Company issues share acquisition rights to the employees of the Company's group ("the Employees") in order not only for the Employees to further increase the willingness and morale to contribute to our business performance, but also to retain talented personnel, and enhance the medium to long term corporate value of the Company.

2. Details of issuance of share acquisition rights

Please refer to Attachment "DETAILS OF ISSUANCE OF THE 4TH SERIES SHARE ACQUISITION RIGHTS."

II. Acquisition and Cancellation of Stock Options (Share Acquisition Rights)

1. Reason for acquisition and cancellation of Stock Options (Share Acquisition Rights)

Among the stock acquisition rights already issued by the Company, some of the 1st, 2nd and 3rd series of share acquisition rights have met the causes for acquisition without consideration defined in the details of issuance for each series of share acquisition rights, due to the retirement of the grantees. In accordance with the relevant provisions of the details of issuance, the Company has resolved that a total of 352,128 share acquisition rights (the shares subject to those share acquisition rights are 352,128 shares of the Company's common stock) would be canceled after the acquisition by the Company without consideration as described below.

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2. Date of acquisition and cancellation of share acquisition rights

November 6, 2022

3. Share acquisition rights subject to acquisition and cancellation

(1) The 1st share acquisition rights

Allotment date of share acquisition rights	February 1, 2021
Total number of share acquisition rights issued	2,172,490 rights
Type and number of shares subject to share acquisition rights	2,172,490 shares of common stock
Exercise price of share acquisition rights	1 Japanese yen
Number of share acquisition rights to be acquired	348,220 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be canceled	348,220 rights

(2) The 2nd share acquisition rights

Allotment date of share acquisition rights	August 20, 2021
Total number of share acquisition rights issued	36,770 rights
Type and number of shares subject to share acquisition rights	36,770 shares of common stock
Exercise price of share acquisition rights	1 Japanese yen
Number of share acquisition rights to be acquired	2,796 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be canceled	2,796 rights

(3) The 3rd share acquisition rights

Allotment date of share acquisition rights	May 9, 2022
Total number of share acquisition rights issued	64,832 rights
Type and number of shares subject to share acquisition rights	64,832 shares of common stock
Exercise price of share acquisition rights	1 Japanese yen
Number of share acquisition rights to be acquired	1,112 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be canceled	1,112 rights

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4. Impact on business performance

There is no impact on business performance.

End

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Attachment

DETAILS OF ISSUANCE OF THE 4TH SERIES SHARE ACQUISITION RIGHTS

1. Name of Share Acquisition Rights
   Appier Group, Inc. the 4th Series Share Acquisition Rights (the "**Share Acquisition Rights**")

2. Persons to whom Share Acquisition Rights are allocated, the number of such persons, and the number of Share Acquisition Rights allocated

   70,072 units of Share Acquisition Rights will be allocated to 12 employees of the Company's subsidiary

   The above total number of the Share Acquisition Rights allocated is an expected amount, and if the total number of the Share Acquisition Rights allocated decreases, including the case in which some of the employees do not apply for subscription, the total number of the Share Acquisition Rights actually allocated shall be considered as the total number of the Share Acquisition Rights issued.

3. Class and number of shares subject to Share Acquisition Rights
   70,072 shares of common stock in the Company

   In the event of stock split, stock consolidation, stock dividend, recapitalization, combination, reclassification, or other distribution of the Company's equity securities without the receipt of consideration by the Company, of or on the Company's common stock, the number of shares that are subject to the Share Acquisition Rights will be proportionately adjusted using the following formula; provided, however, that such adjustment shall only apply to the shares that are subject to the Share Acquisition Rights with respect to which the exercise thereof has not yet become effective at the time of such stock split, stock consolidation or other applicable transaction. Any fraction of a share resulting from such adjustment shall be rounded down to the nearest whole share.

   Number of shares after adjustment
   = (Number of shares before adjustment) x (ratio of stock split or stock consolidation, etc.)

   In addition to the foregoing, in the event of allocation of shares without contribution or any other corporate action that would change the number of issued shares of the Company (excluding the number of treasury shares held by the Company) effected without receipt of consideration by the Company, the Company shall adjust the number of shares to be acquired upon exercise of the Share Acquisition Right as appropriate within a reasonable range taking into consideration the terms of such allocation of shares without contribution or such other corporate action.

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4. Total number of Share Acquisition Rights
   70,072 units

5. Amount payable per Share Acquisition Right
   No payment of money is needed.
   This issuance of the Share Acquisition Rights does not constitute an issuance with favorable conditions (*yuuri-hakkou*).

6. Exercise period of Share Acquisition Rights
   From November 7, 2022 (Japan time) to November 6, 2032 (Japan time) (the *"***Expiration Date**")

7. Conditions of exercise of Share Acquisition Rights
   If a holder of the Share Acquisition Rights ceases to be an employee, director, statutory auditor, or consultant (collectively, "**Service Providers**") for any of the reasons below, the Share Acquisition Rights will be subject to the following provisions.
   (a) In the event of the resignation of the holder of the Share Acquisition Rights, all of the Share Acquisition Rights that have become exercisable by the last date of employment or retainment as a Service Provider shall expire on that date. The Share Acquisition Rights that have not become exercisable shall be deemed to be waived by the holder of the Share Acquisition Rights on the last date of employment or retainment as a Service Provider.
   (b) In the event of the retirement of the holder of the Share Acquisition Rights (excluding cases set out in (a) of this Section), the Share Acquisition Rights that have become exercisable may be exercised by the holder of the Share Acquisition Rights within 30 days from the date of retirement as a Service Provider, following which all of the Share Acquisition Rights shall expire.
   (c) In the event of the death of the holder of the Share Acquisition Rights during the term of employment or retainment as a Service Provider (excluding cases set out in (d) below), the successor of the holder of the Share Acquisition Rights may exercise the Share Acquisition Rights within 90 days from the date immediately following the date of death of the holder of the Share Acquisition Rights, following which all of the Share Acquisition Rights shall expire.
   (d) In the event that the holder of the Share Acquisition Rights is physically disabled or dies and cannot continue to provide services due to work injury during the term of employment or retainment as a Service Provider, all of the Share Acquisition Rights may be exercised by the holder of the Share Acquisition Rights or his/her successor within 90 days from the date immediately following the date of the separation from the Company or death of the holder of the Share Acquisition Right as a Service Provider due to such event, following which all of the Share Acquisition Rights shall expire.
   (e) In the event of the dismissal of the holder of the Share Acquisition Rights, the Share Acquisition Rights that have become exercisable may be exercised by the holder of the Share Acquisition Rights within 30 days from the earlier of the date of receipt of a notice for dismissal or dismissal as a Service Provider, following which all of the exercisable Share Acquisition Rights shall expire, and the Share Acquisition Rights that have not become exercisable shall expire on such date.

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8. Description and value of the asset to be contributed upon exercise of Share Acquisition Rights
   The asset to be contributed upon exercise of Share Acquisition Rights will be cash.

   The value of the asset to be contributed upon exercise of the Share Acquisition Rights shall be the amount calculated as (i) the price per share to be delivered upon exercise of one Share Acquisition Right (the ***"Exercise Price"***), being one yen, multiplied by (ii) the number of shares to be acquired per Share Acquisition Right.

9. Matters relating to stated capital and capital reserve to be increased by issuance of new shares upon exercise of Share Acquisition Rights
   (a) The amount of stated capital of the Company to be increased by the issuance of shares upon exercise of the Share Acquisition Rights will be one-half of the maximum amount of increase of stated capital calculated in accordance with Article 17 of the Corporate Calculation Rules. Any amount less than one yen resulting from the calculation will be rounded up to the nearest yen.
   (b) The amount of capital reserves of the Company to be increased by the issuance of shares upon exercise of the Share Acquisition Rights will be the maximum amount of increase of stated capital described in (a) above less the amount of stated capital to be increased as set out in (a) above.

10. Acquisition of Share Acquisition Rights by the Company
   (a) In the event (i) a merger agreement whereby the Company will become an absorbed company, (ii) a share exchange agreement or a share transfer plan whereby the Company will become a wholly owned subsidiary company, or (iii) an absorption-type corporate split agreement or an incorporation-type corporate split plan whereby the Company will become a splitting company (only limited to a corporate split whereby all or substantially all of the assets of the Company will be transferred) is approved by the general meeting of shareholders of the Company (or the Board of Directors of the Company if the approval at the general meeting of shareholders is not required), the Company may acquire the Share Acquisition Rights without consideration upon such date as determined by the Board of Directors of the Company.
   (b) In the event that a holder of the Share Acquisition Rights becomes unable to exercise his or her Share Acquisition Rights pursuant to the 2021 Employee Share Option Plan established by the Company or the Employee Share Option Agreement to be executed between the Company and the holder, the Company may acquire the Share Acquisition Rights held by the holder without consideration.

11. Restrictions on assignment of Share Acquisition Rights
   Any acquisition of the Share Acquisition Rights by assignment requires the approval of the Board of Directors of the Company by its resolution.

12. Grant of Share Acquisition Rights and its conditions in case of merger (limited to the merger where the Company is an absorbed company), absorption-type corporate split, incorporation-type corporate split, share exchange or share transfer.

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In the case of a merger (limited to the merger where the Company is an absorbed company), absorption-type corporate split, incorporation-type corporate split, share exchange or share transfer (the "**Reorganization**"), share acquisition rights of the constituent company provided for in, Article 236, Paragraph (1), Item (8), Sub items (a) to (e) of the Companies Act (the "**Successor Company**") will be granted to the holders of the Share Acquisition Rights which have not been exercised at the time when such Reorganization has become effective, in exchange for such Share Acquisition Rights in accordance with the following provisions; provided, however, that such share acquisition rights will be granted only if a merger agreement, an absorption-type corporate split agreement, an incorporation-type corporate split plan, a share exchange agreement or a share transfer plan provides that such share acquisition rights of the Successor Company will be granted.

(a) The total number of the Successor Company's share acquisition rights granted thereunder
The number reasonably determined, based on the number of the Share Acquisition Rights held by the holder, with taking into consideration the terms and conditions of the Reorganization.

(b) Class of shares of the Successor Company subject to share acquisition rights granted thereunder
Common stock of the Successor Company

(c) Number of shares of the Successor Company subject to share acquisition rights granted thereunder
The number reasonably determined with taking into consideration the terms and conditions of the Reorganization.

(d) Value of asset to be contributed upon exercise of share acquisition rights granted thereunder
The amount calculated as (i) the Exercise Price as provided for in Section 8 above multiplied by (ii) the number of shares of the Successor Company to be acquired upon exercise of one (1) share acquisition right granted thereunder.

(e) Exercise period of share acquisition rights granted thereunder
From the effective date of the Reorganization to the Expiration Date.

(f) Restrictions on acquisition of share acquisition rights granted thereunder by assignment
The same as provided for in Section 11 above.

13. Treatment of fractional shares resulting from the exercise of Share Acquisition Rights
In the event the number of shares to be delivered to the holder of the Share Acquisition Rights who exercised the Share Acquisition Rights includes a fraction of a share, such fractional number shall be eliminated by rounding down to the nearest whole share.

14. Allocation date of Share Acquisition Rights for subscription
November 7, 2022 (Japan time)

End