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August 8, 2025

Dear Everyone

Company name: BrainPad Inc.
Representative: Tomohiro Sekiguchi, Representative Director, President and CEO
（Securities code: 3655, Listing: The Prime Market of the Tokyo Stock Exchange）
Inquiries: Natsuki Shinki, Chief Financial Officer（Telephone: +81-3-6721-7701）

Notice Regarding the Acquisition of Shares of activecore, inc. (Subsidiarization)

Our company hereby announce that at the Board of Directors meeting held on August 8, 2025, we resolved to acquire all shares of activecore, inc. (hereinafter referred to as " activecore") and make it a subsidiary, as detailed below.

Note

1. Reasons for Acquiring Shares

In our current medium-term management plan (three years from the fiscal year ending June 2024 to the fiscal year ending June 2026), we have positioned not only the growth of our existing businesses through our own management resources but also the discontinuous growth through business alliances and M&A with technology companies as important measures in our business strategy.

Through the participation of activecore in our group, we will add a new service form called BPaaS (Business Process as a Service, *1) provided by activecore to the MarTech (*2) and professional services by experts that our group has been refining since the 2000s, and provide data-driven "marketing execution power through co-creation with AI."

The goals we aim to achieve through the participation of activecore in our group are as follows:

(1) Strengthening a scalable business model that does not rely on human resources

In Japan, where the shortage of digital talent is a major social issue, we believe that responding to the demand from companies for DX and data/AI utilization with a business model centered on professional services by specialized personnel is not sufficient and could become a risk that hinders future business growth. Our group has positioned the strengthening of software product offerings that enable business expansion without relying on human resources, driven by the rapid development of AI technology represented by generative AI, as one of the pillars of our growth strategy. The participation of activecore is an important part of this strategy.

(2) Enhancing customer experience by expanding product lineup

As the digital shift in the marketing domain accelerates, we have been providing various MarTech solutions. In Japan, where the shortage of talent is becoming more severe, there is an increasing demand for companies to enhance their marketing activities using these technologies. Since its founding in 2005, activecore has been providing services that actively change the communication between companies and customers to enhance the "value of time" by focusing on product development that improves the speed and quality of marketing decision-making, gaining support from many customers. The customer base of Activecore is similar to that of our group's product business, making it possible to expand the value provided by our group.

(3) Active entry into the expanding BPaaS market

The global BPaaS market is an attractive market expected to grow at a high annual average growth rate (CAGR) of 8% to 12% until around 2030 (*3). Our group will enter the BPaaS market, which can simultaneously solve the speed and cost issues arising from human outsourcing, through the participation of activecore in our group. By combining the management resources of both companies to develop and provide new services, we will first offer BPaaS in the marketing domain, supporting the enhancement of marketing PDCA execution capabilities, including the mass production of strategy planning, creative production, execution/monitoring, and improvement proposals, which are recognized as challenges in CRM (Customer Relationship Management) and 1to1 marketing.

(4) Building a one-stop service system covering all marketing activities

Our group will build a one-stop service system covering all marketing activities. From the "strategic part" including brand strategy and customer loyalty strategy, to the "construction of marketing digital infrastructure" centered on MarTech and data infrastructure, to "BPaaS" that realizes business automation through AI, and "specialized consulting" that responds to various marketing issues, we will provide a one-stop service to lead our customers' marketing activities to the next stage through data-driven decision-making and strategy execution.

(*1) BPaaS (Business Process as a Service) is a new outsourcing service that utilizes SaaS and IT tools to streamline operations and outsource entire business processes.
(*2) MarTech refers to various software solutions that support marketing activities in companies.
(*3) Our estimates based on research results from MarketsandMarkets, Polaris Market Research, and Grand View Research.

2. Overview of the Subsidiary to be Transferred activecore, inc.

(1) Name	activecore, inc.	
(2) Location	3-7-1 Minatomirai, Nishi-ku, Yokohama, Kanagawa, 8th Floor	
(3) Representative's Position and Name	President and CEO Hidehiko Hashiba	
(4) Business Description	Provision of IT services in the marketing field, etc.	
(5) Capital	10,000 thousand yen	
(6) Date of Establishment	February 2, 2005	
(7) Major Shareholders and Shareholding Ratio	Hidehiko Hashiba 50.0%, others	
(8)Relationship with the Listed Company	Capital Relationship	None
	Personnel Relationship	None
	Business Relationship	None

3. Overview of the Counterparty for the Share Acquisition

As the counterparty for the share acquisition is an individual, we will refrain from disclosing detailed information. However, there are no capital, personnel, or business relationships between our company and the individual.

4. Number of Shares Acquired, Acquisition Price, and Ownership Status Before and After Acquisition

(1) Number of shares owned before the transfer	－shares（Number of Voting Rights: 0, Voting Rights Ownership Ratio: 0%）
(2) Number of Shares Acquired	20,000shares
(3) Acquisition Price	Undisclosed
(4) Ownership Status After Acquisition	100%

5. Schedule

- Board of Directors Resolution Date: August 8, 2025
- Contract Signing Date: August 8, 2025
- Share Transfer Execution Date: October 1, 2025 (planned)

6. Future Outlook

With this acquisition, the company is scheduled to become a consolidated subsidiary of our company on October 1, 2025, and is expected to contribute to the business growth of our group. However, as of today, the specific impact of this transaction on the consolidated results for the fiscal year ending June 2026 is still under review. Therefore, the impact of this matter is not included in the "Forecast of Consolidated Financial Results for the Fiscal Year Ending June 30, 2026" in the "Financial Results for the Fiscal Year Ending June 2025" announced by our company today. We will promptly notify you of any matters that need to be disclosed in the future.

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