March 24, 2025

Company name: TerraSky Co., Ltd.
Name of representative: Hideya Sato, Representative Director Executive President & CEO
(Securities code: 3915; TSE Prime Market)
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Notice Regarding Transfer of Share in Consolidated Subsidiary

TerraSky Co., Ltd., ("TerraSky") hereby announces that it has resolved, at a meeting of the Board of Directors held on March 24, 2025, to transfer some of the share of its subsidiary, Sky365 Co., Ltd.("Sky365") to BeeX Inc. ("BeeX") which is also subsidiary of TerraSky on April 1, 2025, as described below.

1. Reason for Share Transfer

TerraSky Group provides cloud DX solutions to its customers based on its vision of becoming the most trusted partner with reliable, cutting-edge technology.
BeeX, a core company of the TerraSky Group, is developing its cloud solutions business with a focus on providing services to migrate the infrastructure environment of a company's mission-critical systems from on-premises to the cloud, as well as maintenance and operation services after the migration.
In the managed service provider ("MSP") market, a key pillar of BeeX's cloud solutions business, there is a need to enhance service quality and meet customer expectations by responding quickly and flexibly to rapidly changing market needs.
Furthermore, BeeX, as a premier tier partner in Amazon Web Services ("AWS"), plans to maintain its certification under AWS' MSP partner program. This certification has become more stringent, requiring that MSP services be provided directly by the certified company and its subsidiaries.
Therefore, as BeeX has been outsourcing part of its MSP business to Sky365 specializing in MSP, TerraSky will transfer its shares of Sky365 to BeeX, making Sky365 a subsidiary of BeeX. This will enable the two companies to provide MSP services in closer cooperation, enhancing service quality under the MSP Partner Program certification.

**MSP Service: We provide 24/7/365 remote monitoring, operation, and maintenance of virtual servers and networks for systems built in cloud environments on behalf of client companies, offering flexible responses to both cloud and on-premises environments.*

2. Outline of Subsidiary to be Transferred

(1)	Name	Sky365 Co., Ltd	
(2)	Address	1-1-5 Kita Nanajo Nishi, Kita-ku, Sapporo, Hokkaido	
(3)	Title and Name of Representative	**Nobuyoshi Koizumi** | President and Chief Executive Officer	
(4)	Description of Business	Cloud-related MSP business (operation, monitoring and maintenance) and software development	
(5)	Capital (In thousands)	105,237 (as of March 24, 2025)	
(6)	Date of Establish	May 19, 2014	
(7)	Major Shareholders and Share Ownership Ratio	TerraSky Co., Ltd. 55.5% Serverworks Co., Ltd. 34.9% BeeX Inc. 6.8%	
(8)	Relationship Between TerraSky and Buyer	Capital Relationship	TerraSky holds 55.5% (1,590 shares) voting rights in subsidiary
		Personnel Relationship	TerraSky has seconded two Directors
		Business Relationship	TerraSky outsources cloud operation, monitoring, and maintenance services and product testing services.

(9) Operating results of the company concerned for the past three years

Year Ended	February 28, 2022	February 28, 2023	February 29, 2024
	(¥ in millions, except per share data)		
Net Assets	248	273	268
Total Assets	295	340	325
Net Assets per Share	86,653.27 yen	95,556.13 yen	93,786.37 yen
Net Sales	360	416	439
Operating Profit	34	34	(4)
Ordinary Profit	34	35	(4)
Net Income	25	25	(5)
Net Income per Share	8,875.17 yen	8,886.27 yen	(1,753.18) yen
Dividends per Share	0.00 yen	0.00 yen	0.00 yen

3. Overview of counterparty to Share Transfer

(1)	Name	BeeX Inc.
(2)	Address	7-14-13 Ginza Chuo-ku, Tokyo
(3)	Title and Name of Representative	**Masaru Hiroki** | Chief Executive Officer
(4)	Description of Business	Cloud-related operation, maintenance, and management business and software development
(5)	Capital (¥ in thousands)	321,089
(6)	Date of Establish	March 1, 2016
(7)	Net Assets (¥ in thousands)	2,089,872

(8)	Total Assets (¥ in thousands)	4,281,754	
(9)	Major Shareholders and Share Ownership Ratio	TerraSky Co., Ltd. 68.2%	
(10)	Relationship Between TerraSky and Buyer	Capital Relationship	TerraSky holds 68.2% (1,514,700 shares) voting rights in subsidiary
		Personnel Relationship	TerraSky has seconded a Director
		Business Relationship	BeeX outsources system development and resells cloud licenses to TerraSky
		Related party relationship	BeeX is a subsidiary of TerraSky; therefore, it is a related party.

4. Share Valuation and Holdings

(1)	Number of shares held before transfer	1,590 shares (Number of voting rights: 1,590 | Voting rights ratio: 55.5%)
(2)	Number of shares to be transferred	1,303 shares (Number of voting rights: 1,303)
(3)	Transfer price	128 million yen*
(4)	Number of shares held after transfer	287 shares (Number of voting rights: 287 | Voting rights ratio: 10.0%)

** To ensure the fairness of the transfer price, the valuation of Sky365 shares was determined based on a stock valuation report provided by Karukozaka Partners, Inc., an independent third-party valuation firm. For further details, please refer to BeeX's timely disclosure documents.*

5. Schedule

(1)	Date of board resolution	March 24, 2025
(2)	Date of agreement signing	March 24, 2025
(3)	Date of Transfer of Shares	April 1, 2025 (Tentative)

6. Outlook

As a result of this share transfer, Sky365 will become a consolidated subsidiary of BeeX, itself a consolidated subsidiary of TerraSky, on April 1, 2025.
The impact of this share transfer on TerraSky's earnings for the current fiscal year is expected to be immaterial. Should any matters arise in the future that require disclosure, an announcement will be made promptly.