To whom it may concern:

May 28, 2025

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Name of representative: Makoto Haruta,
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Announcement of Capital and Business Alliance Agreement and Notice of the Disposition of Treasury Shares via Third-Party Allotment

ExaWizards Inc. (hereinafter, "the Company") hereby announces that it has entered into the capital and business alliance agreements (hereinafter, the "Alliance Agreement") with NTT Communications Corporation (hereinafter, "NTT Com") and conducted a disposition in the Company's treasury stock through third-party allotment (hereinafter, the "Share Disposition"), as resolved at the Board of Directors meeting held on May 28, 2025.

I. Alliance Agreements

1. Purpose and Aims of the Alliances

Since its founding, the Company and its consolidated subsidiaries (hereinafter, the "Group") have been developing and providing AI and generative AI solutions and products that can be used by office workers in Japanese companies requiring high security levels. As a leading company in the domestic AI market, the Company has been working on the utilization and popularization of AI. As of the end of March 2025, it's contributing to improving operational efficiency and productivity through transactions with approximately 1,800 companies.

NTT Com has become the core company for corporate business within the NTT DOCOMO Group since 2022, contributing to new value creation and solving social and industrial challenges through the use of generative AI. With a customer base of 650,000 companies through its nationwide branches, its strength lies in the sales force and distribution network of employees active in local areas.

The Group and NTT Com have been deepening their collaborative relationship, providing solutions utilizing NTT Com's "tsuzumi," including "tsuzumi on exaBase Studio," while accumulating actual projects. Furthermore, both companies aim to contribute to improving the productivity of office workers in Japanese companies by leveraging each other's strengths, with NTT Com selling the Group's AI services and products to its customers and expanding their implementation nationwide. They are progressively concluding dealer agreements for each product.

However, in recent years, the emergence of generative AI and AI agents has accelerated AI utilization at enterprises, but security concerns and the limitations of generic AI that depend on user skills remain as significant challenges to many organizations.

Therefore, the Company and NTT Com believe that by combining NTT Com's AI infrastructure and industry-specific solutions with the Company's AI agent development and operation platform, they can provide a secure AI platform that enables the development and operation of highly reliable, customized AI agents for each company. Additionally, by developing and providing industry and task-specific AI agents, they can solve the challenges faced by each company. Both companies have reached an agreement on a joint venture, as they believe that the secure AI platform and industry&specific AI agents developed together will enable each company to appropriately handle their

business data while realizing AI utilization tailored to their operations.

As part of the Alliance Agreement aimed at developing this secure AI platform and task specific AI agents, the Share Disposition is intended for NTT Com as the planned recipient. This will further strengthen the cooperation between the Company and NTT Com and ensure the promotion of its business.

2. Details of the Capital and Business Alliances

(1) Details of Business Alliances

This business alliance, will allow both companies to leverage each other's assets, such as NTT Com's domain expertise[*1], customer base, and business infrastructure, and ExaWizards' technological expertise and business development capabilities in the digital and AI fields. The specific initiatives are as follows:

1. Joint Venture of a Secure AI Platform
   The companies will combine NTT Com's AI infrastructure, including "SDPF Cloud/Server"[*2] and the security-integrated network service "docomo business RINK," with the Company's "exaBase Studio"[*3] Together they will develop a platform to manage confidential business data in secure environments tailored to each company"s security policies and integrate customizable AI agents for enterprises.
2. Joint Venture of Industry- and Task-Specific AI Agents
   The companies will develop AI agents tailored to industries and tasks requiring high levels of expertise and the handling of sensitive information. Initial efforts will target the finance, public sector, and manufacturing industries.
3. Collaboration on Sales of the Group's AI Services by NTT Com
   NTT Com will integrate the Group's suite of AI services (e.g., exaBase Generative AI, exaBase Generative AI for Government, exaBase Generative AI for Academia, exaBase Studio, exaBase Meeting summary, gacco Roleplay[*4]) into its lineup of industry-specific solutions.

Notes:

*1 Domain knowledge refers to specialized knowledge or expertise in a particular industry or field.

*2 SDPF Cloud/Server is a core IaaS service of NTT Com's Smart Data Platform (SDPF), offering reliable enterprise services that integrate networks, data centers, and managed services essential for DX. It supports data utilization and DX for customers.

*3 exaBase Studio is an AI agent development and operation platform provided by ExaWizards. It allows customers to develop and nurture AI agents that utilize business data to facilitate human interactions.

*4 Press Release: DOCOMO gacco adopts "exaBase Role-playing" as an OEM solution, offering it as "gacco Roleplay" (October 11, 2024)

(2) Details of Capital Alliances

The Company will allocate 1,214,400 shares of its common stock (hereinafter, the "Shares") equivalent to 470 million yen to NTT Com, the planned recipient, through this treasury stock disposal. The purpose of the Alliance Agreement is to build an even stronger cooperative relationship between the Group and the planned recipient, to ensure the promotion of its business, and to raise funds for the development of joint venture. They believe that implementing the Alliance Agreement will lead to an increase in the Company's corporate value and shareholder value from a medium to long-term perspective, and will also benefit the interests of existing shareholders.

Furthermore, as the planned recipient has a policy to continue holding the Shares on a long-term basis in principle, the Company has determined that the number of shares to be disposed of, the scale of dilution resulting from this, and the impact on the trading market are reasonable for achieving this purpose.

For details of the capital alliance with the planned recipient, please refer to "II. Treasury Stock Disposal through Third-Party Allotment."

(3) Outline of the Alliance Agreement Partner

For an overview of the Alliance Agreement partner to whom shares is to be allocated, please refer to "II.

Disposal of Treasury Shares through Third-Party Allotment, 6. Reasons for Selecting the Subscribers to the Share Disposition, (1) Overview of the Subscribers to the Share Disposition."

(4) Schedule

1.	Resolution of the Board of Directors Meeting	May 28, 2025
2.	Execution of Agreement	May 28, 2025
3.	Payments due for Share Disposition	June 16, 2025 (Schedule)

(5) Future Outlook

Please refer to "II. Disposition of Treasury Shares through Third-party Allotment, 8. Future Outlook."

II. Disposition of Treasury Shares through Third-party Allotment

1. Details of Disposition

1.	Date of Disposition	June 16, 2025 (Schedule)
2.	Number of Share to be Disposed	1,214,400 Shares
3.	Disposition Price	387 yen
4.	Amount of funds to be raised	469,972,800 yen
5.	Disposition Method (Planned Share Allocation)	Third-party allocation to NTT Com
6.	Others	Each item described above will be subject to the filing under the financial instruments and the Exchange Act becoming effective

2. Purpose and Reason for Treasury Share Disposition

As described above in "I. Alliance Agreement 1. Purpose and Aims of the Alliances" above, this disposition of treasury stock is to be implemented in conjunction with the business alliance agreement between the Company and the allottee, NTT Com, and is intended to build a stronger cooperative framework between the Group and the allottee, to further ensure the promotion of the business, and to raise funds for the development of the joint venture. The purpose of the Share Disposition is to build a stronger cooperative framework between the Group and the allottee, to ensure the promotion of the business, and to raise funds for the development of joint business. Therefore, based on discussions between the two companies, it was determined that a third-party allotment of treasury stock, which is premised on a specific relationship with NTT Com, would be the most appropriate method for this disposal of treasury stock. Although existing shareholders will be diluted to a certain extent as a result of the Share Disposition, as described in "5. Rationale for Terms of Disposition (2) Basis for Determining the Reasonableness of the Number of Shares and the Scope of Dilution," the Company believes that the Share Disposition will be sufficiently beneficial to existing shareholders even taking into account the resulting dilution.

The specific use of funds to be procured through the Share Disposition and the scheduled payment period are described in "3. Amount of Funds to be Raised, Use of Proceeds, and Planned Timing of Expenditure (2) Specific Use of Proceeds and Planned Timing of Expenditure" below.

3. Amount of Funds to be Raised, Use of Proceeds, and Planned Timing of Expenditure

(1) Amount of funds to be raised

1.	Total Amount to be Paid	469,972,800 yen
2.	Approximate Issuance Expense	450,000 yen
3.	Approximate net proceeds	469,522,800 yen

Notes:

1. Consumption tax and other expenses are not included in the approximate issuance expense.
2. The approximate issuance expense is the total amount of attorney fees and other administrative expenses related to the Share Disposition (such as the cost of preparing securities registration statements)

(2) Specific Use of Proceeds and Planned Timing of Expenditure

Specific Use of Proceeds	Amount	Timing of Expenditure (Planned)
Development and personnel expense for joint venture	469 million yen	June 2025 ~ March 2028

Note: The funds raised through this disposition of treasury stock will be managed in a bank account until actually disbursed.

The purpose of the funds to be procured through the Share Disposition is to fund the development of the joint venture as described in “2. Purpose and Reason for Treasury Share Disposition.” Through this collaboration, the Company aim to evolve the Group's exaBase Studio into an AI agent service development and operation platform that can be used in a more secure closed environment, and to increase lineup of task-specific AI agents. This will create new added value for existing services and significantly strengthen the Company’s competitiveness in the domestic AI market. As a result, they hope to establish an advantageous position over other companies and further increase the value of its and NTT Com’s AI services. Specifically, the Company plans to develop the following;

(i) Enhancement of exaBase Studio’s security and development of an expanded version of its functions (scheduled for FY2027)
(ii) Development of industry- and task-specific AI agents* (to be released sequentially from the second half of 2025)

*For more information on task-specific AI agents, please refer to the Company’s financial results presentation material and press release on May 14, 2025.

4. Rationale for Use of Proceeds

The Company aims for long-term business development by utilizing proceeds from the Share Disposition as described in “3. Amount of Funds to be Raised, Use of Proceeds, and Planned Timing of Expenditure (2) Specific Use of Proceeds and Planned Timing of Expenditure” above, and the Company has therefore determined that the use of the proceeds is rational and contributes to the enhancement of shareholder value.

5. Rationale for Terms of Disposition

(1) Basis for Calculating the Payment Amount and Specific Details

Regarding the payment amount for the Shares, the Company and the planned recipient have comprehensively considered factors such as the scale of the allocation, the stock price of the Company’s common shares over a certain past period, liquidity, and other factors. As a result of discussions on the number of shares to be allocated and a reasonable payment amount, the Company has set the price at 387 yen (rounded up to the nearest yen), which is the closing price of the Company’s common stock on the Tokyo Stock Exchange Growth Market on the business day immediately preceding the date of the board resolution regarding this treasury stock disposal (May 27, 2025). This is in accordance with the “Guidelines Concerning the Allocation of New Share Issuance to a Third Party” established by the Japan Securities Dealers Association.

The amount to be paid for the Shares represents a 10.9% premium (rounded to the nearest hundredth of a percent, same rounding methodology hereafter) relative to 349 yen, which is the simple average of the closing price of the Company’s common stock for the one month period (From April 28 to May 27, 2025) immediately preceding the date of resolution of the Board of Directors regarding the Share Disposition (May 27, 2025). The amount paid for the Shares represents a 20.7% premium relative to 321 yen, the three-month (From February 26 to May 27, 2025) average closing price based on the same ending date, and a 3.8% premium relative to 373 yen, the six-month (From November 26, 2024 to May 27, 2025) average closing price based the same ending date.

Based on the foregoing, the Company has determined that the method for determining the price per share was appropriate and reasonable and that the amount to be paid for the Shares is not particularly advantageous to the subscribers. Based on this decision, the Company’s Board of Directors thoroughly discussed and examined the conditions for the Share Disposition, and resolved to dispose of the Shares with the approval of all directors who are eligible to participate in the resolution.

Furthermore, the Audit & Supervisory Board of the Company (all three of the members are outside auditors) has expressed the opinion that the amount to be paid for the Shares is in accordance with the “Guidelines Concerning the Allocation of New Share Issuance to a Third Party” of the Japan Securities Dealers Association and does not fall under a category that is particularly advantageous to the subscribers.

(2) Basis for Determining the Reasonableness of the Number of Shares and the Scope of Dilution

The number of shares for the Share Disposition is 1,214,400 shares (12,144 voting rights), which is equivalent to 1.42% (1.46% to the total number of voting rights, all rounded to two decimal places) of the 85,804,200 outstanding shares (833,171 voting rights) as of March 31, 2025.This will result in a certain level of dilution.

Despite this dilution, the Company believes that the Share Disposition is an integral part of the Alliance Agreements and that these capital and business alliances will increase the business value of the Company, and that the Company will strengthen and expand its business base by allocating the funds raised through the Share Disposition as described above. The Company has determined that the number of shares

subject to the Share Disposition and the scale of the associated dilution are reasonable because they believe that they will be able to increase its corporate and shareholder value over the medium to long term, and that this Share Disposal will result in sufficient profits to existing shareholders even considering the dilution.

6. Reasons for Selecting the Subscriber to the Share Disposition

(1) Overview of the Subscribers to the Share Disposition

1.	Name	NTT Communications Corporation
2.	Headquarters	OTEMACHI PLACE WEST TOWER 2-3-1 Otemachi, Chiyoda-ku, Tokyo
3.	Title & Name of Representative	President & CEO Representative Member of the Board of the Company Katsushige Kojima
4.	Business Description	ICT services and solutions business, international telecommunications business, and related businesses
5.	Capital	230.9 billion yen
6.	Date of Establishment	May 28, 1999
7.	Amount of Issued and Outstanding Shares	1,873,860 Shares
8.	Fiscal Year End	March
9.	Number of Employees	17,200 (as group)
10.	Major Client	Not Applicable
11.	Major Bank	Not Applicable
12.	Major Shareholder	NTT DOCOMO Inc. (100% Shares)
13.	Relationship between the Company and said company	
	Capital Relationship	Not Applicable
	Personnel Relationship	Not Applicable
	Business Relationship	Sales agency agreement (presented on May 14, 2025)
	Relate Party Relationship	Does not constitute a related party
14.	Operating results and financial positions for the last three years	

Fiscal Year Ended	FY2022/3	FY2023/3	FY2024/3
Net Assets	677,266	588,838	719,286
Total Assets	1,137,420	1,137,544	1,151,739
Shareholders' equity per share (yen)	361,428	314,237	383,852
Sales	945,712	1,097,066	1,119,756
Operating Profit	111,517	119,153	96,478
Ordinary Profit	135,151	137,453	117,957
Net Profit	104,245	97,718	113,577
Net profit attributable to shareholders per share (yen)	55,631	52,148	60,611
Dividends per share (yen)	55,631	0	60,611

(Unit: Million Yen, unless otherwise noted.)

Notes:

1. Information on major customers and major banks has been omitted at the request of the disposing party.
2. In accordance with the "DOCOMO Group Basic Policy against Anti-Social Forces" of NTT DOCOMO, Inc., the parent company of NTT Com, the company to which the disposal is to be made, the Company has determined that NTT Com and its officers, who belong to the same group, have no relationship

whatsoever with anti-social forces, and the Company has written confirmation to that effect to the Tokyo Stock Exchange, Inc.Ltd. to the effect that NTT Com and its officers have no relationship with antisocial forces.

(2) Reasons for Selecting the Subscriber

The reasons for the Company's selection of the subscribers are described in "I. Alliance Agreements, 1. Purpose and Aims of the Alliances."

(3) Holding Policies of the Subscriber

The Company has received verbal confirmation from NTT Com, the party to which the Company plans to dispose of its shares, that the acquisition of shares through the Shre Disposition is an investment aimed at strengthening the Company's relationship with NTT Com and that NTT Com intends to continue to hold these shares over the long term. In the event that NTT Com, the allottee, transfers all or part of the shares of common stock of the Company to be acquired through the Share Disposition within two years from the payment date, the Company plans to obtain written assurances that the Company will report the details of the transfer in writing to the Company, that the Company will report such report to the Tokyo Stock Exchange, and that the Company agrees to make the contents of such report available for public inspection.

(4) Confirmation of Sufficiency of Assets Required for the Subscriber's Payments

The Company has confirmed that it has sufficient cash and deposits (2,502 million yen) necessary and sufficient for the payment of the Share Disposition in the balance sheet of the "Public Notice of Financial Results for Fiscal Year 2023 (25th Period)" released by the Scheduled Subscriber on June 13, 2024.

7. Major Shareholders and Voting Rights Ratio After Share Disposition

Before Disposition (As of March 31, 2025)		After Disposition	
betaCatalyst Inc.	9.82%	betaCatalyst Inc.	9.68%
Yutaka Sakane	4.53%	Yutaka Sakane	4.46%
Toshikazu Furuya	4.08%	Toshikazu Furuya	4.02%
RH Corporation	3.60%	RH Corporation	3.54%
KH Corporation	3.60%	KH Corporation	3.54%
Ko Narukam (Ishiyama)	3.43%	Ko Narukam (Ishiyama)	3.38%
Custody Bank of Japan, Ltd. (trust account)	2.80%	Custody Bank of Japan, Ltd. (trust account)	2.76%
D4V Fund Investment Limited Partnership	2.60%	D4V Fund Investment Limited Partnership	2.56%
Makoto Haruta	1.88%	Makoto Haruta	1.85%
iSGS Fund Investment Limited Partnership	1.67%	iSGS Fund Investment Limited Partnership	1.64%
NTT Communication Corporation	—	NTT Communication Corporation	1.43%

Notes:
1. The ratio shown above is the percentage of shares held to the total number of shares issued (excluding treasury stocks). Furthermore, ESOP trust shares (645,263 shares) are not included in treasury stock.
2. After the Share Disposition, treasury stocks are reduced to 1,210,500 shares from 2,424,900 shares.

8. Future Outlook

The Company believes that the Alliance Agreement and the Share Disposition will enhance the Company's corporate value and shareholder value, but the specific amount of impact on the Company's consolidated financial results for the fiscal year ending March 2026 and beyond has not been determined at this time. It will promptly disclose any matters that should arise in the future.

9. Disclosure Regarding Procedures under the Code of Corporate Conduct

Because the Share Disposition will (1) result in dilution of less than 25% and (2) not result in a change of controlling shareholder, the receipt of an independent third-party opinion and the procedures for shareholder approval under Rule 432 of the Securities Listing Regulations promulgated by the Tokyo Stock Change are not required.

10. Financial Results and Equity Finance Status for the Most Recent Three Years

(1) Financial Results for the Recent Three Years (Consolidated)

	FY2023/3	FY2024/3	FY2025/3
Net Sales	5,591	8,384	9,811
Operating Profit	(378)	(305)	23
Ordinary Profit	(375)	(330)	2
Profit attributable to owners of parent company	(141)	(610)	(2,576)
Net Assets per Share (yen)	(1.72)	(7.50)	(31.26)
Dividends per Share (yen)	—	—	—
Profit per Share (yen)	78.53	59.65	(29.13)

(Unit: Million Yen, unless otherwise noted.)

(2) Current Number of Issued Shares and Issuable Shares (as of March 31, 2025)

	Number of Shares	Total Percentage of Issued Shares
Number of Issued Shares	85,804,200 Shares	100.00%
Number of dilutive shares at current conversion price (exercise price)	4,680,000 Shares	5.45%
Number of dilutive shares at lowest conversion price (exercise price)	—	—
Number of dilutive shares at highest conversion price (exercise price)	—	—

Note: Dilutive Shares at current conversion price are from stock options.

(3) Recent Share Price Information

1. Information for the Most Recent Thress Years (Unit: Yen)

	FY2023/3	FY2024/3	FY2025/3
Opening Price	760	331	580
Highest Price	883	690	580
Lowest Price	271	311	225
Closing Price	325	570	302

2. Information for the Most Recent Six Months (Unit: Yen)

	Dec. 2024	Jan.2025	Feb	March	April	May
Opening Price	381	438	458	350	303	322
Highest Price	433	519	541	351	326	404
Lowest Price	370	411	334	298	339	315
Closing Price	424	498	349	302	319	387

Note: Stock prices for May 2025 are as of May 27, 2025.

3. Share Prices as of the Business Day prior to the Share Issuance Authorization Date

	May 27, 2025
Opening Price	400
Highest Price	400
Lowest Price	387
Closing Price	387

(4) Equity Finance Information for the Most Recent Three Years
Not applicable.

11. Outline of Disposition

1. Number of Share to be Disposed	1,214,400 Shares
2. Disposition Price	387 yen
3. Amount of funds to be raised	469,972,800 yen
4. Disposition Method	Third-party allocation to NTT Com
5. Planned Share Allocation	NTT Communications Corporation
6. Application Period	June 13, 2025
7. Disposition Date	June 16, 2025
8. Others	Each item described above will be subject to the filing under the financial instruments and the Exchange Act becoming effective

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