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MEMBERSHIP

January 30, 2025

Company name: Simplex Holdings, Inc.
Representative: Hideki Kaneko
Representative Director, President and CEO
(Securities code: 4373 TSE Prime Market)
Contact Keisuke Enosawa, Director and CFO
(Tel. +81-3-3539-7370)

Notice Concerning the Determination of Matters Relating to Share Buyback

(Buyback of Own Shares under the Provisions of the Articles of Incorporation of the Company Pursuant to Article 165, Paragraph 2 of the Companies Act)

We hereby announce that Simplex Holdings, Inc. ("the Company") has resolved, at the Board of Directors meeting held on January 30, 2025, on the matters relating to share buyback in accordance with Article 156 of the Companies Act as applied by replacing the provision of Article 165, Paragraph 3 of the same Act.

1. Reason for the share buyback

The Company believes that prioritizing investments for growth such as M&A, that helps strengthen its business foundation will contribute to achieving profit growth and improving its corporate value in a sustainable manner while maintaining its financial soundness based on the strong cash flow-generating capability.

In addition, we are committed to pursuing a management approach mindful of capital efficiency and has therefore set an ROE target as one of our KPIs. The Company is also aware that providing shareholder returns, which helps increasing capital efficiency, is a key measure in our capital allocation.

In line with its capital allocation policy, the Company has decided to buy back its own shares (hereinafter, the "Share Buyback") with the aim of enhancing shareholder returns that contribute to increasing capital efficiency, while considering trends in business performance, ROE level, opportunities of investments for growth such as M&A, market environment including stock prices, and other factors.

The own shares acquired through the Share Buyback may be used in the future for the delivery of shares upon the exercise of share acquisition rights, for strategic M&A using our ordinary shares as consideration, or may be canceled.

The Company plans to finance the Share Buyback entirely from its own funds. As of December 31, 2024, its cash and cash equivalents amounted to ¥16.1 billion on a consolidated basis, which is expected to remain at a sufficient level even after funding the Share Buyback. Therefore, we believe that our financial soundness and solvency will remain intact.

2. Details of the matters relating to the share buyback

(1) Class of shares to be bought back	Ordinary shares of the Company
(2) Total number of shares to be bought back	2,000,000 shares (at maximum) (Up to 3.42% of total number of shares issued (excluding treasury shares))
(3) Total purchase price for the buyback	¥5 billion (at maximum)
(4) Buyback period	From January 31, 2025 to May 31, 2025
(5) Buyback methods	(i) Market purchases through the off-auction own share repurchase trading system (ToSTNeT-3) (ii) Market purchases on the auction market of the Tokyo Stock Exchange based on a discretionary trading agreement.

Note: Concerning the Share Buyback that is carried out by the market purchases through the off-auction own share repurchase trading system (ToSTNeT-3), the Company's major shareholders comprising Mr. Hideki Kaneko, the largest shareholder and the President and CEO of the Company, and the co-founders and existing shareholders of the Company have communicated to the Company about their intention to sell part of their holdings of the Company's ordinary shares.

(Reference)

Status of treasury shares held as of December 31, 2024

Total number of shares issued (excluding treasury shares): 58,522,203 shares

Number of treasury shares: 147 shares

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