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Securities Code: 3350
March 10, 2026
(Start date of measures for electronic provision: March 3, 2026)

Dear Shareholders:

Simon Gerovich, Representative Director and CEO
Metaplanet Inc.
6-10-1 Roppongi, Minato-ku, Tokyo

Notice of Convocation for the 27th Annual General Meeting of Shareholders

We sincerely appreciate your continued support and patronage.
Notice is hereby given that the 27th Annual General Meeting of Shareholders of Metaplanet Inc. (the "Company") will be held as detailed below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the reference materials, etc. for the general meeting of shareholders (matters for electronic provisioning measures) in electronic format, and posts such information as "Notice of Convocation for the 27th Annual General Meeting of Shareholders" on the Company's website. Please access the Company's website from the address below to confirm the details.

The Company's website: https://metaplanet.jp/ja/ (in Japanese); https://metaplanet.jp/en (in English)
In addition to posting matters for electronic provisioning measures on the website above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access the information from the latter website, access the TSE website (TSE Listed Company Information Search) from the address shown below, enter or search for the "Issue name (company name)" or the Company's securities code, select "Basic Information" and "Documents for Public Inspection/PR Information."

TSE website (TSE Listed Company Information Search):
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show (in English)
Securities Code: 3350

If you will not be attending the meeting in person, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval for the proposal on the voting form enclosed with this notice of convocation, and return it by postal mail so that it arrives by 6:00 p.m. on Tuesday, March 24, 2026 (JST).

1. **Date and Time:** Wednesday, March 25, 2026, at 10:00 a.m. (JST)

2. **Venue:** 3-2-2 Minatomirai, Nishi-ku, Yokohama-shi, Kanagawa
Arena Floor,
Pia Arena MM 1F
(Please note that the venue has changed from the previous Annual General Meeting of Shareholders.)

3. **Purpose of the Meeting:**

Matters to be reported:

The Business Report and the Consolidated Financial Statements for the 27th term (from January 1, 2025 to December 31, 2025), and the results of audits of the Consolidated Financial Statements by the accounting auditor and the board of auditors.

The Non-consolidated Financial Statements for the 27th term (from January 1, 2025 to December 31, 2025)

Matters to be resolved:

Proposal No. 1: Partial Amendments to the Articles of Incorporation (Transition to a Company with Three Committees)

Proposal No. 2: Election of Ten Directors

Proposal No. 3: Partial Amendment to the Articles of Incorporation (Exemption from Liability of Accounting Auditor)

4. **Other Matters Concerning the Convening of the General Meeting of Shareholders**

If exercising the voting rights by proxy, you may delegate your voting rights to one other shareholder who has voting rights. In this event, please submit documentation proving the power of attorney.

- If you attend the meeting in person, you are kindly requested to submit the Voting Right Exercise Form enclosed with this notice of convocation at the reception desk.
- If there is no indication regarding your approval or disapproval for respective proposals on the Voting Right Exercise Form, it shall be deemed as an approval.
- Should any revisions be made to the matters for electronic provision measures, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website (https://metaplanet.jp/ja/ (in Japanese)) and the TSE website (https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Partial Amendments to the Articles of Incorporation (Transition to a Company with Three Committees)

1. Reason for the Proposal

The Company will transition from a Company with the Board of Statutory Auditors to a Company with Three Committees to further clarify the roles of supervision and execution in management, strengthen both functions, and establish a systematic audit framework. By adopting a highly transparent organizational design with statutory Nomination, Audit, and Compensation Committees, we aim to further enhance corporate governance and continuously improve corporate value.

In order to change the Company's organizational design from a Company with the Board of Statutory Auditors to a Company with Three Committees, the Company will make necessary amendments, including establishing new provisions relating to each Committee and executive officers, deleting provisions relating to statutory auditors and the Board of Statutory Auditors, and changing terms corresponding to these amendments.

In addition, taking into account the enhancement of the supervisory function accompanying the transition to a Company with Three Committees, the Company will make necessary amendments, such as establishing new provisions concerning the decision-making body for dividends of surplus, etc. (Proposed Amendment Article 39), to enable the Board of Directors to make agile decisions regarding dividends of surplus, etc., pursuant to the provisions of each item of Article 459, Paragraph 1 of the Companies Act.

Besides the above, the Company will renumber the articles of the current Articles of Incorporation and make other necessary adjustments.

Furthermore, the consent of each statutory auditor has been obtained regarding the newly established Article 35 (Exemption from Liability of Executive Officers).

The amendments to the Articles of Incorporation pertaining to this proposal will take effect at the conclusion of the 27th Annual General Meeting of Shareholders scheduled to be held on March 25, 2026.

2. Details of Amendments

The details of the amendments are as follows.

The underlined parts indicate the amendments.

Current Articles of Incorporation	Proposed Amendment
CHAPTER 1. GENERAL PROVISIONS	**CHAPTER 1. GENERAL PROVISIONS**
Article 1. – Article 3. (Provisions Omitted)	**Article 1. – Article 3.** (Provisions Omitted) (No amendment)
Article 4. Organs The Company shall have the following organs in addition to general meetings of shareholders and the directors: (i) Board of Directors; (ii) Statutory Auditors; (iii) Board of Statutory Auditors; and (iv) accounting auditor.	**Article 4. Organs** As a Company with Three Committees, the Company shall have the following organs in addition to general meetings of shareholders and the directors: (i) Board of Directors; (ii) Nomination Committee, Audit Committee, and Compensation Committee; (iii) executive officers; and (iv) accounting auditor.

Article 5. (Provision Omitted)	**Article 5.** (Provision Omitted) (No amendment)
CHAPTER 2. SHARES	**CHAPTER 2. SHARES**
Article 6. (Provision Omitted)	**Article 6.** (Provision Omitted) (No amendment)
Article 7. Acquisition of Own Shares The Company may, by a resolution of the Board of Directors, acquire its own shares pursuant to Article 165, Paragraph 2 of the Companies Act.	(Deleted)
Article 8. – Article 10. (Provisions Omitted)	**Article 7. – Article 9.** (Provisions Omitted) (No amendment)
Article 11. Administrator of the Shareholders' Register (1) (Provision Omitted) (2) The administrator of the shareholders' register and the place for handling administrative work shall be determined by a resolution of the Board of Directors. (3) (Provision Omitted)	**Article 10. Administrator of the Shareholders' Register** (1) (Provision Omitted) (No amendment) (2) The administrator of the shareholders' register and the place for handling administrative work shall be determined by a resolution of the Board of Directors or by the decision of an executive officer delegated by a resolution of the Board of Directors (a "resolution of the Board of Directors, etc."). (3) (Provision Omitted) (No amendment)
Article 12. Rules for Handling Shares In addition to laws, regulations, and these Articles of Incorporation, the procedures for exercising the Company's shareholders' rights and the handling of, and fees relating to, shares shall be in accordance with the Rules for Handling Shares determined by the Board of Directors.	**Article 11. Rules for Handling Shares** In addition to laws, regulations, and these Articles of Incorporation, the procedures for exercising the Company's shareholders' rights and the handling of, and fees relating to, shares shall be in accordance with the Rules for Handling Shares determined by the Board of Directors or by an executive officer delegated by a resolution of the Board of Directors.
Article 13. Methods of Resolutions (1) Except as otherwise provided by law, regulation, or these Articles of Incorporation, a resolution of a general meeting of shareholders shall be adopted by a majority of the voting rights of the shareholders in attendance who are entitled to exercise voting rights. (2) A resolution referred to in Article 309, Paragraph 2 of the Companies Act shall be adopted by not less than two-thirds of the voting rights of the shareholders in attendance, provided that such shareholders hold not less than one-third of the voting rights of all shareholders entitled to exercise voting rights. (3) A resolution referred to in Article 206-2, Paragraph 4 of the Companies Act shall be adopted by a majority of the voting rights of the shareholders in attendance, provided that such shareholders hold not less than one-third of the voting rights of all shareholders entitled to exercise voting rights.	(Deleted)
CHAPTER 2-2. CLASS A SHARES	**CHAPTER 2-2. CLASS A SHARES**

Article 13-2. Class A Dividends (1) When the Company pays a dividend of surplus under Article 48, Paragraph 2, with the last day of each month as the record date for the dividend of surplus, it shall, for each Class A Share, pay a cash dividend in an amount calculated in accordance with the following calculation method for the Monthly Dividend Period (as defined below) pertaining to the record date for such dividend of surplus (the cash paid through the dividend for the relevant Monthly Dividend Period shall be referred to as "Monthly Class A Dividends," and the cash paid through the dividends for each Monthly Dividend Period shall be collectively referred to as "Class A Dividends") to the shareholders holding Class A Shares ("Class A Shareholders") or the registered share pledgees of Class A Shares (together with Class A Shareholders, individually or collectively referred to as "Class A Shareholders, etc.") stated or recorded in the final shareholders' register as of the record date for such dividends of surplus, in the order of payment set forth in Article 13-14. (i) "Monthly Dividend Period" in this paragraph shall mean the period from the first day to the last day of the month in which the record date for the relevant dividends of surplus falls; provided, however, that the Monthly Dividend Period in which the issuance date of the relevant Class A Shares falls shall be the period from the issuance date to the last day of the same month. (ii) Amount of Monthly Class A Dividends The amount of Monthly Class A Dividends for each Monthly Dividend Period (the "Monthly Class A Dividends Amount") shall be the amount calculated by multiplying JPY 1,000 by the Class A Variable Dividend Rate (as defined below) for the relevant Monthly Dividend Period (calculated to three decimal places and rounded down to two decimal places). The Monthly Class A Dividends Amount shall be calculated on a daily basis by prorating the actual number of days in each Monthly Dividend Period, with one month consisting of 30 days and one year consisting of 360 days. Provided, however, that if the Monthly Class A Dividends Amount calculated in accordance with such calculation method is less than the Minimum Class A Dividends Amount (which shall be an amount calculated on a daily basis by multiplying JPY 1,000 by 1% per annum, and then prorating the actual number of days in each Monthly Dividend Period, with one month	**Article 12. Class A Dividends** (1) When the Company pays a dividend of surplus under Article 41, with the last day of each month as the record date for the dividend of surplus, it shall, for each Class A Share, pay a cash dividend in an amount calculated in accordance with the following calculation method for the Monthly Dividend Period (as defined below) pertaining to the record date for such dividend of surplus (the cash paid through the dividend for the relevant Monthly Dividend Period shall be referred to as "Monthly Class A Dividends," and the cash paid through the dividends for each Monthly Dividend Period shall be collectively referred to as "Class A Dividends") to the shareholders holding Class A Shares ("Class A Shareholders") or the registered share pledgees of Class A Shares (together with Class A Shareholders, individually or collectively referred to as "Class A Shareholders, etc.") stated or recorded in the final shareholders' register as of the record date for such dividends of surplus, in the order of payment set forth in Article 12-13. (i) "Monthly Dividend Period" in this paragraph shall mean the period from the first day to the last day of the month in which the record date for the relevant dividends of surplus falls; provided, however, that the Monthly Dividend Period in which the issuance date of the relevant Class A Shares falls shall be the period from the issuance date to the last day of the same month. (ii) Amount of Monthly Class A Dividends The amount of Monthly Class A Dividends for each Monthly Dividend Period (the "Monthly Class A Dividends Amount") shall be the amount calculated by multiplying JPY 1,000 by the Class A Variable Dividend Rate (as defined below) for the relevant Monthly Dividend Period (calculated to three decimal places and rounded down to two decimal places). The Monthly Class A Dividends Amount shall be calculated on a daily basis by prorating the actual number of days in each Monthly Dividend Period, with one month consisting of 30 days and one year consisting of 360 days. Provided, however, that if the Monthly Class A Dividends Amount calculated in accordance with such calculation method is less than the Minimum Class A Dividends Amount (which shall be an amount calculated on a daily basis by multiplying JPY 1,000 by 1% per annum, and then prorating the actual number of days in each Monthly Dividend Period, with one month consisting of 30 days and one year consisting of

consisting of 30 days and one year consisting of 360 days; the same shall apply hereinafter), the Monthly Class A Dividends Amount shall be the Minimum Class A Dividends Amount. In addition, if the Monthly Class A Dividends Amount calculated in accordance with such formula exceeds the Maximum Class A Dividends Amount (which shall be an amount calculated on a daily basis by multiplying JPY 1,000 by 8% per annum, and then prorating the actual number of days in each Monthly Dividend Period, with one month consisting of 30 days and one year consisting of 360 days; the same shall apply hereinafter), the Class A Dividends Amount shall be the Maximum Class A Dividends Amount. (iii) Class A Variable Dividend Rate The "Class A Variable Dividend Rate" in this paragraph shall mean the dividend rate determined in accordance with the calculation method established before the issuance of Class A Shares by a resolution of the Board of Directors, and shall be determined on the business day preceding the commencement date of each Monthly Dividend Period (the "Class A Variable Dividend Rate Determination Date") by reference to the Base Rate (as defined below) and based on the average of the Closing Prices (as defined below) of Class A Shares (excluding days without a closing price) during the Price Reference Period (as defined below). In this paragraph, the "Price Reference Period" shall mean a certain period before each Class A Variable Dividend Rate Determination Date, as determined before the issuance of Class A Shares by a resolution of the Board of Directors. The "Closing Price" shall mean the closing price for regular trading of Class A Shares on the market operated by the Tokyo Stock Exchange, Inc. The "Base Rate" shall mean a one-month Tokyo Overnight Average rate ("TONA," i.e., an interest rate index calculated by compounding and annualizing the daily interest rates over a one-month period, based on unsecured overnight call rates published by the Bank of Japan on each business day) or any successor interest rate index.	360 days; the same shall apply hereinafter), the Monthly Class A Dividends Amount shall be the Minimum Class A Dividends Amount. In addition, if the Monthly Class A Dividends Amount calculated in accordance with such formula exceeds the Maximum Class A Dividends Amount (which shall be an amount calculated on a daily basis by multiplying JPY 1,000 by 8% per annum, and then prorating the actual number of days in each Monthly Dividend Period, with one month consisting of 30 days and one year consisting of 360 days; the same shall apply hereinafter), the Monthly Class A Dividends Amount shall be the Maximum Class A Dividends Amount. (iii) Class A Variable Dividend Rate The "Class A Variable Dividend Rate" in this paragraph shall mean the dividend rate determined in accordance with the calculation method established before the issuance of Class A Shares by a resolution of the Board of Directors, etc., and shall be determined on the business day preceding the commencement date of each Monthly Dividend Period (the "Class A Variable Dividend Rate Determination Date") by reference to the Base Rate (as defined below) and based on the average of the Closing Prices (as defined below) of Class A Shares (excluding days without a closing price) during the Price Reference Period (as defined below). In this paragraph, the "Price Reference Period" shall mean a certain period before each Class A Variable Dividend Rate Determination Date, as determined before the issuance of Class A Shares by a resolution of the Board of Directors, etc. The "Closing Price" shall mean the closing price for regular trading of Class A Shares on the market operated by the Tokyo Stock Exchange, Inc. The "Base Rate" shall mean a one-month Tokyo Overnight Average rate ("TONA," i.e., an interest rate index calculated by compounding and annualizing the daily interest rates over a one-month period, based on unsecured overnight call rates published by the Bank of Japan on each business day) or any successor interest rate index.
(2) If the per-share dividends of surplus paid to Class A Shareholders, etc., with the last day of each month as the record date for the dividends of surplus, is less than the amount of the Monthly Class A Dividends for the Monthly Dividend Period pertaining to the record date for those	(2) If the per-share dividends of surplus paid to Class A Shareholders, etc., with the last day of each month as the record date for the dividends of surplus, is less than the amount of the Monthly Class A Dividends for the Monthly Dividend Period pertaining to the record date for those

dividends, such shortfall shall be accumulated in the next and subsequent Monthly Dividend Periods by a simple interest calculation in accordance with the calculation method established before the issuance of Class A Shares by a resolution of the Board of Directors, based on the calculation method for the Class A Variable Dividend Rate. For such accumulated shortfall (the "Accumulated Unpaid Class A Dividends"), the Company shall, before the dividends of surplus set forth in the preceding paragraph, pay a dividend of surplus in cash to the Class A Shareholders, etc., until such payment reaches the amount of the Accumulated Unpaid Class A Dividends per Class A Share. (3) (Provision Omitted)	dividends, such shortfall shall be accumulated in the next and subsequent Monthly Dividend Periods by a simple interest calculation in accordance with the calculation method established before the issuance of Class A Shares by a resolution of the Board of Directors, etc., based on the calculation method for the Class A Variable Dividend Rate. For such accumulated shortfall (the "Accumulated Unpaid Class A Dividends"), the Company shall, before the dividends of surplus set forth in the preceding paragraph, pay a dividend of surplus in cash to the Class A Shareholders, etc., until such payment reaches the amount of the Accumulated Unpaid Class A Dividends per Class A Share. (3) (Provision Omitted) (No amendment)
Article 13-3. Distribution of Residual Assets regarding Class A Shares (1) When the Company distributes its residual assets, it shall, for each Class A Share, pay cash to Class A Shareholders, etc., in an amount determined in accordance with the calculation method established before the issuance of Class A Shares by a resolution of the Board of Directors, based on the fair value per Class A Share and in the order of payment set forth in Article 13-14. (2) (Provision Omitted)	**Article 12-2. Distribution of Residual Assets regarding Class A Shares** (1) When the Company distributes its residual assets, it shall, for each Class A Share, pay cash to Class A Shareholders, etc., in an amount determined in accordance with the calculation method established before the issuance of Class A Shares by a resolution of the Board of Directors, etc., based on the fair value per Class A Share and in the order of payment set forth in Article 12-13. (2) (Provision Omitted) (No amendment)
Article 13-4. (Provisions Omitted)	**Article 12-3.** (Provisions Omitted) (No amendment)
Article 13-5. Acquisition Clause regarding Class A Shares If, with respect to Class A Shares, an event designated by a resolution of the Board of Directors, before the issuance of those Class A Shares arises, the Company may acquire all or any part of those Class A Shares on a date separately determined by a resolution of the Board of Directors. In such case, the Company shall, for each Class A Share, deliver cash to Class A Shareholders in an amount calculated in accordance with the calculation method established before the issuance of those Class A Shares by a resolution of the Board of Directors, based on the fair value per Class A Share and in exchange for the acquisition of those Class A Shares. If the Company acquires a portion of the Class A Shares, it shall determine the Class A Shares to be acquired from Class A Shareholders in a reasonable method determined by the Board of Directors.	**Article 12-4. Acquisition Clause regarding Class A Shares** If, with respect to Class A Shares, an event designated by a resolution of the Board of Directors, etc., before the issuance of those Class A Shares arises, the Company may acquire all or any part of those Class A Shares on a date separately determined by a resolution of the Board of Directors, etc. In such case, the Company shall, for each Class A Share, deliver cash to Class A Shareholders in an amount calculated in accordance with the calculation method established before the issuance of those Class A Shares by a resolution of the Board of Directors, etc., based on the fair value per Class A Share and in exchange for the acquisition of those Class A Shares. If the Company acquires a portion of the Class A Shares, it shall determine the Class A Shares to be acquired from Class A Shareholders in a reasonable method determined by the Board of Directors or by an executive officer delegated by a resolution of the Board of Directors.
Article 13-6. (Provisions Omitted)	**Article 12-5.** (Provisions Omitted) (No amendment)
CHAPTER 2-3. CLASS B SHARES	**CHAPTER 2-3. CLASS B SHARES**

Article 13-7. Class B Dividends	**Article 12-6. Class B Dividends**
(1) When the Company pays a dividend of surplus under Article 49, Paragraph 2, with March 31, June 30, September 30 or December 31 as the record date for the dividends of surplus, it shall, for each Class B Share, pay a cash dividend in an amount calculated for the Quarterly Dividend Period (as defined below) pertaining to the record date for the dividends of surplus by multiplying JPY 1,000 by the dividend rate determined before the issuance of those Class B Shares by a resolution of a general meeting of shareholders or the Board of Directors (up to 6%; the "Class B Dividend Rate") (the cash paid through the dividends shall be referred to as "Class B Dividends") to the shareholders holding Class B Shares ("Class B Shareholders") or the registered share pledgees of Class B Shares (together with Class B Shareholders, individually or collectively referred to as "Class B Shareholders, etc.") stated or recorded in the final shareholders' register as of the record date for such dividends of surplus, in the order of payment set forth in Article 13-14. Any fraction of less than JPY 1 arising from multiplying the amount of Class B Dividends by the number of Class B Shares held by each Class B Shareholder, etc., shall be rounded up. The "Quarterly Dividend Period" in this paragraph shall mean the following period according to the record date for the relevant dividends of surplus; provided, however, that the Quarterly Dividend Period in which the issuance date of the relevant Class B Shares falls shall be the period from the issuance date to the last day of such Quarterly Dividend Period. (i) Dividends with the record date being March 31 of each year: From January 1 to March 31 of the same year (ii) Dividends with the record date being June 30 of each year: From April 1 to June 30 of the same year (iii) Dividends with the record date being September 30 of each year: From July 1 to September 30 of the same year (iv) Dividends with the record date being December 31 of each year: From October 1 to December 31 of the same year	(1) When the Company pays a dividend of surplus under Article 42, with March 31, June 30, September 30 or December 31 as the record date for the dividends of surplus, it shall, for each Class B Share, pay a cash dividend in an amount calculated for the Quarterly Dividend Period (as defined below) pertaining to the record date for the dividends of surplus by multiplying JPY 1,000 by the dividend rate determined before the issuance of those Class B Shares by a resolution of a general meeting of shareholders or the Board of Directors (up to 6%; the "Class B Dividend Rate") (the cash paid through the dividends shall be referred to as "Class B Dividends") to the shareholders holding Class B Shares ("Class B Shareholders") or the registered share pledgees of Class B Shares (together with Class B Shareholders, individually or collectively referred to as "Class B Shareholders, etc.") stated or recorded in the final shareholders' register as of the record date for such dividends of surplus, in the order of payment set forth in Article 12-13. Any fraction of less than JPY 1 arising from multiplying the amount of Class B Dividends by the number of Class B Shares held by each Class B Shareholder, etc., shall be rounded up. The "Quarterly Dividend Period" in this paragraph shall mean the following period according to the record date for the relevant dividends of surplus; provided, however, that the Quarterly Dividend Period in which the issuance date of the relevant Class B Shares falls shall be the period from the issuance date to the last day of such Quarterly Dividend Period. (i) Dividends with the record date being March 31 of each year: From January 1 to March 31 of the same year (ii) Dividends with the record date being June 30 of each year: From April 1 to June 30 of the same year (iii) Dividends with the record date being September 30 of each year: From July 1 to September 30 of the same year (iv) Dividends with the record date being December 31 of each year: From October 1 to December 31 of the same year
(2) (3) (Provisions Omitted)	(2) (3) (Provisions Omitted) (No amendment)

Article 13-8. Distribution of Residual Assets regarding Class B Shares (1) When the Company distributes its residual assets, it shall, for each Class B Share, pay cash to Class B Shareholders, etc., in an amount determined in accordance with the calculation method established before the issuance of Class B Shares by a resolution of a general meeting of shareholders or the Board of Directors, based on the fair value per Class B Share and in the order of payment set forth in Article 13-14. (2) (Provision Omitted)	**Article 12-7. Distribution of Residual Assets regarding Class B Shares** (1) When the Company distributes its residual assets, it shall, for each Class B Share, pay cash to Class B Shareholders, etc., in an amount determined in accordance with the calculation method established before the issuance of Class B Shares by a resolution of a general meeting of shareholders or the Board of Directors, based on the fair value per Class B Share and in the order of payment set forth in Article 12-13. (2) (Provision Omitted) (No amendment)
Article 13-9. - Article 13-13. (Provisions Omitted)	**Article 12-8. - Article 12-12.** (Provisions Omitted) (No amendment)
CHAPTER 2-4. ORDER OF PRIORITY	**CHAPTER 2-4. ORDER OF PRIORITY**
Article 13-14. (Provisions Omitted)	**Article 12-13.** (Provisions Omitted) (No amendment)
CHAPTER 3. GENERAL MEETINGS OF SHAREHOLDERS	**CHAPTER 3. GENERAL MEETINGS OF SHAREHOLDERS**
Article 14. - Article 14-2. (Provisions Omitted)	**Article 13. - Article 14.** (Provisions Omitted) (No amendment)
Article 15. (Provision Omitted)	**Article 15.** (Provision Omitted) (No amendment)
Article 16. Persons with Authority to Convene and the Chairperson (1) A general meeting of shareholders shall be convened and chaired by the Representative Director and Chief Executive Officer (CEO). (2) In the absence of the Representative Director and CEO, another director shall act in that capacity in accordance with an order predetermined by the Board of Directors.	**Article 16. Persons with Authority to Convene a General Meeting of Shareholders, and the Chairperson** (1) A director predetermined by a resolution of the Board of Directors shall convene a general meeting of shareholders. In the absence of such director, another director shall act in that capacity in accordance with an order predetermined by the Board of Directors. (2) A director or an executive officer predetermined by a resolution of the Board of Directors shall take the chair at a general meeting of shareholders. In the absence of such director or executive officer, another director or executive officer shall act in that capacity in accordance with an order predetermined by the Board of Directors.
Article 17. Methods of Resolutions (Provisions Omitted)	**Article 17. Methods of Resolutions at General Meetings of Shareholders** (Provisions Omitted) (No amendment)
Article 18. (Provision Omitted)	**Article 18.** (Provision Omitted) (No amendment)
Article 19. Minutes (Provisions Omitted)	**Article 19. Minutes of General Meetings of Shareholders** (Provisions Omitted) (No amendment)
Article 20. (Provision Omitted)	**Article 20.** (Provision Omitted) (No amendment)

Article 20-2. General Meetings of Class Shareholders (1) (2) (Provision Omitted) (3) The provisions of Chapter 3 (except for Article 14, Article 15, Article 17, and this Article) shall apply *mutatis mutandis* to general meetings of class shareholders. (4) (5) (Provisions Omitted) (6) If the Company conducts any of the following acts and there is a likelihood of causing damage to a particular class of shareholders, such act shall not take effect without a resolution of a general meeting of class shareholders composed of such class shareholders, in addition to a resolution of a general meeting of shareholders or a resolution of the Board of Directors of the Company; provided, however, that this shall not apply if no class shareholders are entitled to exercise voting rights at such general meetings of class shareholders: (i) a merger in which the Company shall be the dissolving company, or a share exchange or share transfer in which the Company shall become a wholly owned subsidiary (except for a share transfer conducted solely by the Company); or (ii) an approval by the Board of Directors of the Company of a request for the sale of shares made by a special controlling shareholder of the Company to the other shareholders of the Company.	**Article 20-2. General Meetings of Class Shareholders** (1) (2) (Provision Omitted) (No amendment) (3) The provisions of Chapter 3 (except for Article 13, Article 15, Article 17, and this Article) shall apply *mutatis mutandis* to general meetings of class shareholders. (4) (5) (Provisions Omitted) (No amendment) (6) Notwithstanding the preceding paragraph, if the Company conducts any of the following acts and there is a likelihood of causing damage to a particular class of shareholders, such act shall not take effect without a resolution of a general meeting of class shareholders composed of such class shareholders, in addition to a resolution of a general meeting of shareholders or a resolution of the Board of Directors, etc., of the Company; provided, however, that this shall not apply if no class shareholders are entitled to exercise voting rights at such general meetings of class shareholders: (i) a merger in which the Company shall be the dissolving company, or a share exchange or share transfer in which the Company shall become a wholly owned subsidiary (except for a share transfer conducted solely by the Company); or (ii) an approval by the Board of Directors of the Company of a request for the sale of shares made by a special controlling shareholder of the Company to the other shareholders of the Company.
CHAPTER 4. DIRECTORS, REPRESENTATIVE DIRECTORS AND THE BOARD OF DIRECTORS	**CHAPTER 4. DIRECTORS AND THE BOARD OF DIRECTORS**
Article 21. - Article 23. (Provisions Omitted)	**Article 21. - Article 23.** (Provisions Omitted) (No amendment)
Article 24. Persons with Authority to Convene Meetings of the Board of Directors, and the Chairperson (1) Except as otherwise provided by law or regulation, meetings of the Board of Directors shall be convened and chaired by the Representative Director. (2) In the absence of the representative director, another director shall act in that capacity in accordance with an order predetermined by the Board of Directors.	**Article 24. Persons with Authority to Convene Meetings of the Board of Directors, and the Chairperson** (1) Except as otherwise provided by law or regulation, meetings of the Board of Directors shall be convened and chaired by a director predetermined by a resolution of the Board of Directors. (2) In the absence of the director set forth in the preceding paragraph, another director shall act in that capacity in accordance with an order predetermined by the Board of Directors.

Article 25. Procedure to Convene Meetings of the Board of Directors (1) A notice to convene a meeting of the Board of Directors shall be dispatched to each director and statutory auditor no later than three days prior to the date of the meeting. However, in the event of an emergency, this period may be shortened. (2) With the consent of all directors and statutory auditors, a meeting of the Board of Directors may be held without the convocation procedure.	**Article 25. Procedure to Convene Meetings of the Board of Directors** (1) A notice to convene a meeting of the Board of Directors shall be dispatched to each director no later than three days prior to the date of the meeting. However, in the event of an emergency, this period may be shortened. (2) With the consent of all directors, a meeting of the Board of Directors may be held without the convocation procedure.
Article 26. (Provision Omitted)	**Article 26.** (Provision Omitted) (No amendment)
Article 27. Representative Directors and Directors with Special Titles (1) The Board of Directors shall elect Representative Director(s) by a resolution. (2) The Board of Directors may elect one Director and Chairperson, one Director and CEO, several Directors and Vice President, several Senior Managing Directors, and several Managing Directors by a resolution.	(Deleted)
Article 28. Execution of Business Operations (1) The Representative Director and CEO shall supervise the business operations of the Company, and the Directors and Vice President, Senior Managing Directors, and Managing Directors shall assist the Representative Director and CEO and be assigned responsibility for portions of those business operations. (2) If the Representative Director and CEO is unable to serve, another director shall perform the duties of the Representative Director and CEO in accordance with an order predetermined by the Board of Directors.	(Deleted)
Article 29. Minutes of Meetings of the Board of Directors (1) A summary of the proceedings at a meeting of the Board of Directors, the results of such proceedings, and other matters set forth in laws and regulations shall be stated or recorded in the minutes, and the directors and statutory auditors in attendance shall affix their seals or electronic signatures thereto. (2) (Provision Omitted)	**Article 27. Minutes of Meetings of the Board of Directors** (1) A summary of the proceedings at a meeting of the Board of Directors, the results of such proceedings, and other matters set forth in laws and regulations shall be stated or recorded in the minutes, and the directors in attendance shall affix their seals or electronic signatures thereto. (2) (Provision Omitted) (No amendment)
Article 30. Rules of the Board of Directors The matters concerning the Board of Directors shall be governed by the Rules of the Board of Directors determined by the Board of Directors, in addition to laws, regulations, and these Articles of Incorporation.	**Article 28. Rules of the Board of Directors** The matters concerning the Board of Directors shall be governed by the Rules of the Board of Directors determined by the Board of Directors, in addition to laws, regulations, and these Articles of Incorporation.

Article 31. Compensation, etc. Any compensation, bonuses, and other financial benefits payable to the directors by the Company as consideration for the performance of their duties shall be determined by a resolution of a general meeting of shareholders.	(Deleted)
Article 32. Exemption from Liability of Directors (Provision omitted) (2) Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with a director (excluding persons who are executive directors, etc.) to limit his/her liability for damages due to negligence of his/her duties to the extent of the amount prescribed by laws and regulations.	**Article 29. Exemption from Liability of Directors (Provisions Omitted) (No amendment)** (2) Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with a director (excluding persons who are executive directors, etc.) to limit his/her liability for damages due to negligence of his/her duties to the extent of the amount prescribed by laws and regulations.
(Newly established)	**CHAPTER 5. NOMINATION COMMITTEE, AUDIT COMMITTEE, AND COMPENSATION COMMITTEE**
(Newly established)	**Article 30. Election of Members** The members of the Nomination Committee, the Audit Committee, and the Compensation Committee shall be elected from among the directors by a resolution of the Board of Directors.
(Newly established)	**Article 31. Rules of the Committees** The matters concerning each committee shall be governed by the rules of the respective committee established by the Board of Directors, in addition to laws, regulations, and these Articles of Incorporation.
(Newly established)	**CHAPTER 6. EXECUTIVE OFFICERS**
(Newly established)	**Article 32. Method of Election of Executive Officers** The executive officers shall be elected by a resolution of the Board of Directors.
(Newly established)	**Article 33. Term of Office of Executive Officers** The term of office of an executive officer shall expire at the conclusion of the first meeting of the Board of Directors convened after the annual general meeting of shareholders relating to the last business year ending within one year following the election of the executive officer.
(Newly established)	**Article 34. Representative Executive Officer and Executive Officers with Special Titles** (1) The Board of Directors shall elect a Representative Executive Officer from among the executive officers, by a resolution. (2) The Board of Directors may elect the executive officers with special titles, by a resolution.

(Newly established)	**Article 35. Exemption from Liability of Executive Officers** The Company may, by a resolution of the Board of Directors, exempt executive officers (including former executive officers) from liability under Article 423, Paragraph 1 of the Companies Act within the limits set forth in laws and regulations, if they acted in good faith and were not grossly negligent.
CHAPTER 5. STATUTORY AUDITORS AND THE BOARD OF STATUTORY AUDITORS	(Deleted)
Article 33. Number of Statutory Auditors The number of statutory auditors of the Company shall be not less than three.	(Deleted)
Article 34. Method of Election of Statutory Auditors (1) Statutory auditors shall be elected at a general meeting of shareholders. (2) A resolution to elect statutory auditors shall be adopted by a majority of the voting rights of the shareholders in attendance, provided that such shareholders hold not less than one-third of the voting rights of all shareholders entitled to exercise voting rights.	(Deleted)
Article 35. Term of Office of Statutory Auditors (1) The term of office of a statutory auditor shall expire at the conclusion of the annual general meeting of shareholders relating to the last business year ending within four years following the election of the statutory auditor. (2) The term of office of a statutory auditor elected as a substitute shall expire at the expiration of the term of office of the retired statutory auditor.	(Deleted)
Article 36. Full-time Statutory Auditors The Board of Statutory Auditors shall elect full-time statutory auditors by a resolution.	(Deleted)
Article 37. Convocation of Meetings of the Board of Statutory Auditors (1) A notice to convene a meeting of the Board of Statutory Auditors shall be dispatched to each statutory auditor no later than three days prior to the date of the meeting. However, in the event of an emergency, this period may be shortened. (2) With the consent of all statutory auditors, a meeting of the Board of Statutory Auditors may be held without the convocation procedure.	(Deleted)
Article 38. Method of Resolutions at Meetings of the Board of Statutory Auditors Unless otherwise provided by law or regulation, a resolution of the Board of Statutory Auditors shall be adopted by a majority of the statutory auditors.	(Deleted)

Article 39. Minutes of Meetings of the Board of Statutory Auditors A summary of the proceedings at a meeting of the Board of Statutory Auditors, the results of such proceedings, and other matters set forth in laws and regulations shall be stated or recorded in the minutes, and the statutory auditors in attendance shall affix their seals or electronic signatures thereto.	(Deleted)
Article 40. Rules of the Board of Statutory Auditors The matters relating to the Board of Statutory Auditors shall be governed by the Rules of the Board of Statutory Auditors determined by the Board of Statutory Auditors, in addition to laws, regulations, and these Articles of Incorporation.	(Deleted)
Article 41. Compensation, etc. Any compensation, bonuses, and other financial benefits payable to the statutory auditors by the Company as consideration for the performance of their duties shall be determined by a resolution of a general meeting of shareholders.	(Deleted)
Article 42. Exemption from Liability of Statutory Auditors (1) The Company may, by a resolution of the Board of Directors, exempt statutory auditors (including former statutory auditors) from liability under Article 423, Paragraph 1 of the Companies Act within the limits set forth in laws and regulations, if they acted in good faith and were not grossly negligent. (2) The Company may enter into an agreement with a statutory auditor to bear liability under Article 423, Paragraph 1 of the Companies Act up to the amount set forth in laws and regulations, if he/she acted in good faith and was not grossly negligent.	(Deleted)
CHAPTER 6. ACCOUNTING AUDITOR	**CHAPTER 7. ACCOUNTING AUDITOR**
Article 43. Method of Election (Provision omitted)	**Article 36. Method of Election of the Accounting Auditor** (Provision omitted) (No amendment)
Article 44. Term of Office (Provisions omitted)	**Article 37. Term of Office of the Accounting Auditor** (Provisions omitted) (No amendment)
CHAPTER 7. ACCOUNTING	**CHAPTER 8. ACCOUNTING**
Article 45. Business Year and Account Closing Date (Provisions omitted)	**Article 38. Business Year and Account Closing Date** (Provisions omitted) (No amendment)

(Newly established)	**Article 39. Decision-making Body for Dividends of Surplus, etc.** Unless otherwise provided by law or regulation, the Company may, by a resolution of the Board of Directors, determine a dividend of surplus and other matters set forth in each item of Article 459, Paragraph 1 of the Companies Act.
Article 46. Record Date for Dividends of Surplus (1) The record date for the Company's year-end dividend of surplus shall be December 31 of each year. (2) (Provision omitted)	**Article 40. Record Date for Dividends of Surplus** (1) The record date for the Company's year-end dividend of surplus shall be December 31 of each year, and the record date for an interim dividend shall be June 30 of each year. (2) (Provision omitted) (No amendment)
Article 47. Interim Dividends The Company may pay interim dividends, with June 30 of each year as the record date, by a resolution of the Board of Directors.	(Deleted)
Article 48. Decision-Making Body and Record Date for Dividends of Surplus to Class A Shareholders, etc. (1) Unless otherwise provided by law or regulation, when the Company pays a dividend of surplus to Class A Shareholders, etc., it may determine the matters set forth in Article 459, Paragraph 1, Item 4 of the Companies Act by a resolution of the Board of Directors. (2) When the Company pays a dividend of surplus to Class A Shareholders, etc., it may pay the dividend, with the last day of each month as the record date, to Class A Shareholders, etc., stated or recorded in the final shareholders' register as of the record date for such dividend.	**Article 41. Record Date for Dividends of Surplus to Class A Shareholders, etc.** When the Company pays a dividend of surplus to Class A Shareholders, etc., it may pay the dividend, with the last day of each month as the record date, to Class A Shareholders, etc., stated or recorded in the final shareholders' register as of the record date for such dividend.
Article 49. Decision-making Body and Record Date for Dividends of Surplus to Class B Shareholders, etc. (1) Unless otherwise provided by law or regulation, when the Company pays a dividend of surplus to Class B Shareholders, etc., it may determine the matters set forth in Article 459, Paragraph 1, Item 4 of the Companies Act by a resolution of the Board of Directors. (2) When the Company pays a dividend of surplus to Class B Shareholders, etc., it may pay the dividend, with March 31, June 30, September 30, and December 31 of each year as the record dates, to Class B Shareholders, etc., stated or recorded in the final shareholders' register as of the record date for such dividend.	**Article 42. Record Date for Dividends of Surplus to Class B Shareholders, etc.** When the Company pays a dividend of surplus to Class B Shareholders, etc., it may pay the dividend, with March 31, June 30, September 30, and December 31 of each year as the record dates, to Class B Shareholders, etc., stated or recorded in the final shareholders' register as of the record date for such dividend.
Article 50. (Provisions omitted)	**Article 43.** (Provisions omitted) (No amendment)

(Supplementary Provisions) (1) The deletion of Article 20 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders) of the current Articles of Incorporation and the addition of Article 20 (Electronic Provision, etc.) of the Proposed Amendments to the Articles of Incorporation shall become effective as of the date of enforcement of the amended provisions referred to in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Enforcement Date"). (2) Notwithstanding the preceding paragraph, Article 20 of the current Articles of Incorporation shall remain in force with respect to any general meeting of shareholders whose date falls within six months from the Enforcement Date. (3) These Supplementary Provisions shall be deleted after the later of the day following the last day of the six-month period commencing on the Enforcement Date, or the day following the last day of the three-month period commencing on the date of such general meeting of shareholders referred to in the preceding paragraph.	**(Supplementary Provisions)** Regarding the liability of statutory auditors before the conclusion of the 27th annual general meeting of shareholders, the provisions of Article 42, Paragraph 1 of the Articles of Incorporation before being amended by a resolution at that general meeting of shareholders shall remain in force.

Proposal No. 2: Election of Ten Directors

In connection with the transition from a Company with the Board of Statutory Auditors to a Company with Three Committees, which is subject to the approval and adoption of Proposal No. 1, the terms of office of all nine (9) Directors and three (3) Statutory Auditors will expire at the conclusion of the General Meeting of Shareholders.

Accordingly, the Company proposes the election of ten (10) Directors.
The candidates for Director are as follows.

No.	Name (Date of Birth)	Career Summary, Important Concurrent Positions, and Status/Duties in the Company	Number of Company's shares owned
1	Simon Gerovich (April 28, 1977)	May 2000: Graduated from Harvard University, USA Sep 2000: Joined Goldman Sachs Japan Co., Ltd. Apr 2007: Appointed CEO, Evolution Capital Public Company Limited Apr 2013: Director of the Company Oct 2015: Representative Director and Chairman of the Company Mar 2022: Representative Director and President of the Company (current) Oct 2022: Representative Director, Wen Tokyo Inc. (current) Jul 2024: Director, Metaplanet Capital Limited (current) May 2025: Director, Metaplanet Treasury Corporation (current) Jul 2025: Director, Metaplanet Holdings Inc. (current) Sep 2025: Director, Metaplanet Income Corp. (current) Sep 2025: Representative Director, Bitcoin Japan K.K. (current)	15,555,500 shares
2	Richard Patrick Kincaid (November 19, 1976)	Jun 2000: Joined Goldman Sachs Japan Co., Ltd. Jan 2003: CFO, Speedwell Advisors.Ltd. Aug 2004: President and COO, Nezu Asia Capital Management Limited. Jan 2011: CEO and COO, Nezu Asia Capital Management (Singapore) Pte. Ltd. Aug 2017: President and COO, Nezu Asia Capital Limited Mar 2018: Independent Director, Healios K.K. Jul 2019: Director and Executive Officer CFO, Healios K.K. (current) Oct 2019: Director, Healios NA Aug 2020: President, Healios NA (current) Jan 2021: Board of Managers, Saisei Ventures LLC (current) Mar. 2025: Director, the Company (current)	10,000 shares
3	Drew Edwards (April 2, 1971)	1994: Joined Pfizer Pharmaceuticals Inc. 2000: Investment Banking Division, Lehman Brothers, Inc. 2001: Obtained MBA from Kellogg School of Management, Northwestern University; JD from Law School 2002: Corporate Planning Division, Mckesson Specialty Pharmaceuticals 2005: Japan Small/Mid Cap Division, Taiyo Pacific Partners 2008: Portfolio Manager, Advisory Research, Inc. 2017: Founder and CEO, Usonian Investments LLC 2020: Head of Japan Equity Division, Grantham Mayo Van Otterloo (current) Feb 2023: Director of the Company (current)	- shares

No.	Name (Date of Birth)	Career Summary, Important Concurrent Positions, and Position at the Company	Number of Company's shares owned
4	Hiroaki Kuwajima (November 29, 1980)	May 2003: Joined Mitsubishi Corporation May 2010: Completed Joint Degree Program (MBA/MPA), Harvard Business School and Harvard Kennedy School Sep 2010: Joined Dream Incubator Inc. Apr 2012: Appointed Co-Representative CFO, Aoyama Shachu Co., Ltd. Apr 2016: Senior Managing Director, Linkers Corporation (Representative Director and President, LINKERS INTERNATIONAL CORPORATION) Dec 2018: Representative Director, K&Associates Inc. (current position) Apr 2021: Haas Executive Fellow, Haas School of Business, University of California, Berkeley (current position) Mar 2024: Director of the Company (current position) Jul 2025: Completed Corporate Director Certificate Program, Harvard Business School Jan 2026: Director, 3S Capital Co., Ltd. (current)	70,000 shares
5	Tyler Evans (January 30, 1992)	May 2014: Graduated from Department of Chemical and Biological Engineering, University of Alabama Aug 2014: Co-founder, BTC Inc. (current) Sep 2019: Co-founder and Managing Partner, UTXO Management (current) Sep 2023: General Partner, Unbroken Chain (current) Jun 2024: Director of the Company (current)	236,040 shares
6	Benjamin Tsai (January 19, 1973)	Jun 1995: Graduated from University of California, Berkeley, B.S. in Materials Science and Engineering Jun 2001: Graduated from UCLA Anderson School of Management (MBA) Aug 2001: Structured Products Group, Merrill Lynch Japan Securities May 2011: CEO, Merrill Lynch Singapore Securities Oct 2013: Senior Vice President, Alliance Bernstein Jan 2017: Co-founder and CFO, LA Blockchain Lab Jan 2018: Founder, Cardinal Mark Investments (current) Aug 2018: Co-founder and President, Wave Digital Assets (current) Mar 2021: Director, Ziliqa Capital Sep 2021: Lecturer in Crypto Finance, UCLA Anderson School of Management (current) Jun 2024: Director of the Company (current)	4,000 shares

No.	Name (Date of Birth)	Career Summary, Important Concurrent Positions, and Status/Duties in the Company	Number of Company's shares owned
7	Junko Swain (July 13, 1964)	1985: Graduated from Meiji University Junior College, Department of Economics 1985: Joined World Co., Ltd. 1995: Graduated from University of Hawaii, USA, Faculty of Accounting 1996: Joined Deloitte LLC (USA) 1999: Obtained US Certified Public Accountant (CPA-3762) 2003: eBay Inc. (Finance Leadership role) 2009: VMWare Inc. (Finance Leadership role) 2010: Apple Inc. (Finance Leadership role) 2011: Vice President and Assistant Controller, Vantiv Inc. (currently known as Worldpay Inc. (IPO in 2012)) 2013: Chief Accounting Officer, KIXEYE Inc. 2015: Chief Accounting Officer, Upwork Inc. (IPO in 2018) 2022: Independent Director and Audit Committee Chair, Pebl (formerly known as Velocity Global LLC) (2022-2025) 2023: SVP & Chief Accounting Officer, Workiva Inc. (current)	- shares
8	Christopher Wells (September 25, 1954)	1979: Registered as an Attorney in California, USA 1987: Registered as a Registered Foreign Lawyer (Japan) Sep 1989: Joined Baker & McKenzie (Tokyo Aoyama Law Office) Jan 1992: Partner, White & Case Tokyo 1993: Administrative Partner, Tokyo Office 2001: Executive Partner, Tokyo Office (2001-2009) May 2013: Partner, Bingham McCutchen (Tokyo) Nov 2013: Partner, Morgan, Lewis & Bockius LLP (Tokyo, Hong Kong, Shanghai) Oct 2022: Principal, ACADAE SERVICES LLC (current)	- shares
9	Fred Towfigh (May 19, 1965)	Jun 1988: Graduated from University of California, Irvine, Majoring in Economics and Political Science May 1995: Completed MBA, Georgetown University Jul 1995: Joined Goldman Sachs Asia LLC 2008: Partner, Goldman Sachs Japan Co., Ltd. Jan 2013: President, Goldman Sachs (Singapore) Pte. Dec 2017: Resigned from the above company Jul 2018: Independent Director, Old Peak Asia Fund Ltd. (current) Feb 2019: Operating Partner, SoftBank Investment Advisers Jul 2020: Resigned from the above company Apr 2021: Corporate Auditor, AltX Research Inc. (current) Jun 2021: Chairman for Asia-Pacific Region / Strategic Advisor, GFO-X (current)	- shares

No.	Name (Date of Birth)	Career Summary, Important Concurrent Positions, and Status/Duties in the Company	Number of Company's shares owned
10	Jun Narimatsu (November 14, 1968)	Mar 1991: Graduated from Waseda University, School of Political Science and Economics, Department of Economics Apr 1996: Joined Ota Showa Audit Corporation May 1998: Joined Tohmatsu Audit Corporation (currently Deloitte Touche Tohmatsu LLC) Dec 2004: Seconded to Listing Department, Tokyo Stock Exchange, Inc. Jan 2007: Joined Cookpad Inc. Jun 2007: Director, Cookpad Inc. Jul 2007: Executive Officer, Cookpad Inc. Apr 2013: President and Director, Muzeo Inc. (currently Neugarteen Inc.) (current) May 2013: Appointed Outside Corporate Auditor, Nyle Inc. Oct 2013: Outside Corporate Auditor, RareJob, Inc. Dec 2013: Independent Director, Healios K.K. May 2015: Independent Director (Audit and Supervisory Committee Member), Nyle Inc. Nov 2015: Independent Director, Wantedly, Inc. (current) Jun 2016: Independent Director (Audit and Supervisory Committee Member), RareJob, Inc. (current) Mar 2017: Independent Director (Audit and Supervisory Committee Member), Cross Marketing Group Inc. (current) Mar 2018: Independent Director, Healios K.K. Mar 2018: Independent Director, Nyle Inc. Mar 2025: Independent Director (Audit and Supervisory Committee Member), Nyle Inc. (current)	- shares

Notes:
1. There are no special interests between each candidate and the Company.
2. Mr. Richard Kincaid is a candidate for Independent Director.
   The reason for nominating him as an Independent Director and the role expected of him are as follows:
   He has extensive leadership experience in the financial services industry in Asia. He also brings experience serving as a director of a company listed on the Tokyo Stock Exchange, providing him with practical insight into the governance and oversight of a listed company.
   Accordingly, he is nominated as an Independent Director to provide advice on the Company's overall management and strategy.
   He is an Independent Director of the Company and will have been in the position for 1 year at the conclusion of this Annual General Meeting of Shareholders.
3. Mr. Drew Edwards is a candidate for Independent Director.
   The reasons for nominating him as an Independent Director and the role expected of him are as follows:
   He has more than 20 years of experience managing funds investing in Japanese listed equities, through which he has developed extensive expertise in Japanese capital markets and corporate governance. He is expected to bring to the Board the perspective of a long-term global institutional investor. The Company believes his investment experience and governance insight will contribute meaningfully to the effectiveness of the Board.
   Therefore, he is nominated as an Independent Director to provide advice on overall management and to strengthen the Company's corporate governance.
   He is an Independent Director (Independent Officer) of the Company and will have been in the position for 3 years and 1 month at the conclusion of this Annual General Meeting of Shareholders.
4. Mr. Hiroaki Kuwajima is a candidate for Independent Director.
   The reason for nominating him as an Independent Director and the role expected of him are as follows:

He has more than 20 years of experience in corporate management, academia, and consulting, including involvement in business strategy within large, diversified global enterprises. The Company believes his broad management experience and strategic perspective will contribute meaningfully to the effectiveness of the Board.

Therefore, he is nominated as an Independent Director to provide advice on overall management and to strengthen the Company's corporate governance.

He is an Independent Director of the Company and will have been in the position for 2 years at the conclusion of this Annual General Meeting of Shareholders.

5. Mr. Tyler Evans is a candidate for Independent Director.
   Reasons for nominating Tyler Evans as a candidate for Independent Director and the expected roles: He is nominated as a candidate for Director due to his significant contributions and leadership in the Bitcoin and asset management sectors. As a co-founder of BTC Inc., the publisher of Bitcoin Magazine and host of the Bitcoin Conference series, he has been pivotal in shaping the Bitcoin ecosystem. His expertise is further demonstrated through his role as co-founder and managing partner at UTXO Management, overseeing the Bitcoin Ecosystem Fund and 210k Capital, which focus on early-stage venture capital and on-chain liquidity provisioning. His knowledge and strategic vision regarding the Bitcoin industry are expected to be highly valuable to the Company's Board of Directors.
   He is an Independent Director of the Company and will have been in the position for 1 year and 10 months at the conclusion of this Annual General Meeting of Shareholders.
6. Mr. Benjamin Tsai is a candidate for Independent Director.
   The reason for nominating him as an Independent Director and the role expected of him are as follows:
   He has extensive leadership experience in the financial services and digital asset sectors. His career includes senior roles such as Managing Director at Merrill Lynch Japan Securities and Chief Executive Officer of Merrill Lynch Singapore Commodities, where he developed expertise in capital markets, structured products, and commodities. He has also held leadership positions in asset management and blockchain-related ventures, reflecting his experience across traditional and digital investment platforms. His strategic vision and comprehensive industry experience are expected to be highly valuable to the Company's Board of Directors.
   He is an Independent Director of the Company and will have been in the position for 1 year and 10 months at the conclusion of this Annual General Meeting of Shareholders.
7. Ms. Junko Swain is a candidate for Independent Director.
   The reason for nominating her as an Independent Director and the role expected of her are as follows:
   She has extensive experience serving on Boards of Directors of innovative technology companies based in Silicon Valley. She has held board leadership roles, including as Audit Committee Chair and as a member of Compensation Committees, through which she has overseen financial reporting, internal controls, compliance, and executive compensation matters. The Company believes her board-level governance experience will contribute meaningfully to the effectiveness of the Board.
   Therefore, she is nominated as an Independent Director to provide advice on overall management and to strengthen the Company's corporate governance.
8. Mr. Christopher Wells is a candidate for Independent Director.
   The reason for nominating him as an Independent Director and the role expected of him are as follows:
   He has extensive experience as a legal advisor to financial institutions and investment funds, with particular expertise in regulatory compliance, corporate governance, and cross-border transactions. Through his career as a partner at international law firms, he has advised boards and senior management on legal risk management and governance matters in Japan and internationally. The Company believes his legal and governance experience will contribute meaningfully to the effectiveness of the Board.
   Therefore, he is nominated as an Independent Director to provide advice on strategy and to strengthen the Company's corporate governance.
9. Mr. Fred Towfigh is a candidate for Independent Director.
   The reason for nominating him as an Independent Director and the role expected of him are as follows:
   He has decades of leadership experience in the financial services industry in Asia, including senior leadership roles overseeing high-performance organizations. He has substantial expertise in capital markets, strategic management, and the structuring and oversight of compensation systems within performance-driven environments. In addition, he possesses experience in the digital asset industry, providing insight into emerging financial technologies and market developments. The Company believes his extensive industry leadership and strategic perspective will contribute meaningfully to the effectiveness of the Board.
   Therefore, he is nominated as an Independent Director to provide advice on overall strategy and management.
10. Mr. Jun Narimatsu is a candidate for Independent Director.
    The reason for nominating him as an Independent Director and the role expected of him are as follows:

He has extensive experience as a certified public accountant and service on Audit Committees of listed companies. Through his auditing career and executive leadership roles, he has developed substantial expertise in financial reporting, internal controls, and compliance. The Company believes his strong audit background and board-level oversight experience will contribute meaningfully to the effectiveness of the Board.

Therefore, he is nominated as an Independent Director to provide advice on overall management and to strengthen the Company's corporate governance, particularly in audit and financial oversight matters.

11. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company and Mr. Richard Kincaid, Mr. Drew Edwards, Mr. Hiroaki Kuwajima, Mr. Tyler Evans and Mr. Benjamin Tsai have entered into liability limitation agreements and, if the election of each such candidate is approved, the Company plans to continue such liability limitation agreement. Also, if the election of Ms. Junko Swain, Mr. Christopher Wells, Mr. Fred Towfigh and Mr. Jun Narimatsu is approved, the Company plans to enter into the similar liability limitation agreement with each of them. The summary of the contents of the liability limitation agreement is as follows:

・In the event that a Director (excluding those who are executive directors, etc.) is liable for damages to the Company due to neglect of their duties, the liability shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act.

・The above limitation of liability shall be recognized only when the Director acted in good faith and without gross negligence in performing the duties that caused the liability.

12. The Company has entered into a directors and officers liability insurance (D&O insurance) contract as prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. Under the contract, the insurance company will cover damages that may arise from the insured being held liable for the execution of their duties or receiving a claim related to the pursuit of such liability. If the election of each candidate is approved, they will be included as insured people under the insurance contract.
13. Designation of Independent Officers based on the regulations of the Tokyo Stock Exchange

The Company plans to designate Mr. Drew Edwards and Mr. Hiroaki Kuwajima as independent officers as prescribed by the Tokyo Stock Exchange and notify the Exchange accordingly.

Proposal No. 3: Partial Amendment to the Articles of Incorporation (Exemption from Liability of Accounting Auditor)

1. Reason for the Proposal

In order to ensure that the accounting auditor can fully perform its appropriate role in the execution of its duties, the Company proposes to newly establish provisions allowing the Company to exempt the accounting auditor from liability to the extent permitted by laws and regulations by a resolution of the Board of Directors, and to enter into a liability limitation agreement with the accounting auditor.

2. Details of Amendment

The details of the amendment are as follows.

Please note that although the amendment entails adding a new article after the current Article 44 (Term of Office), the article numbering is conditional upon the approval and adoption, as originally proposed, of the matters set forth in the separately disclosed "Notice Regarding Transition to a Company with Three Committees and Partial Amendments to the Articles of Incorporation" dated today.

The underlined parts indicate the amendments.

Current Articles of Incorporation	Proposed Amendment
(Newly established)	**Article 37-2. Exemption from Liability of the Accounting Auditor** (1) The Company may, by a resolution of the Board of Directors, exempt the accounting auditor (including the former accounting auditor) from liability under Article 423, Paragraph 1 of the Companies Act within the limits set forth in laws and regulations, if it acted in good faith and was not grossly negligent. (2) Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with the accounting auditor to limit its liability for damages due to negligence of its duties to the extent of the amount prescribed by laws and regulations.

End