November 13, 2026

To Whom It May Concern:

Company name: uSonar Co., Ltd.
Name of representative: Katsuhito Nagatake, Representative Director and President and CEO
(Securities code: 431A, TSE Growth Market)
Inquiries: Mitsutake Kitazawa, Director, CFO and General Manager of the Administration Division
(+81 3-5388-5300)

Notice Regarding Acquisition of Shares in RICE CLOUD Co., Ltd. and Making it a Subsidiary

uSonar Co., Ltd. (the "Company") hereby announces that at a meeting of the Board of Directors held on November 13, 2026, it resolved to acquire shares in RICE CLOUD Co., Ltd. (hereinafter, "RICE CLOUD"), thereby making it a subsidiary, as described below.

1. Reason for the Share Acquisition

Since its founding in 1990, the Company has independently developed and maintained the "LBC" corporate database to address challenges related to data utilization in business-to-business (B2B) transactions. Leveraging high-quality corporate data and its proprietary data matching and integration technologies, the Company offers a range of cloud services—collectively known as "Sonar Services"—that support companies in utilizing their data. These include the customer data integration solution "uSonar", the management strategy platform "PLANSonar", and the corporate information and business card management app "mSonar".

As a "team of professionals specializing in SaaS and agile implementation", RICE CLOUD provides ERP and SaaS implementation support for products such as Oracle NetSuite and Microsoft Dynamics 365, as well as business process design and post-implementation adoption support. The company has implemented these solutions for more than 300 companies and has experience recovering stalled ERP projects.

Through this share acquisition, the Company will leverage RICE CLOUD’s expertise to strengthen its capabilities to implement "Sonar Services" for customers, thereby enabling smooth and rapid service implementation.

2. Overview of the Subsidiary to Be Acquired (as of October 31, 2026)

(1)	Name	RICE CLOUD Co., Ltd.
(2)	Location	3rd Floor, Dai-2 Aiko Building, 2-40-1 Minami-Urawa, Minami-ku, Saitama City, Saitama Prefecture
(3)	Title and Name of Representative	Representative Director: Kiyoshi Tachihara
(4)	Business	ERP and SaaS implementation support, business process design and system implementation, and post-implementation adoption support
(5)	Capital	¥20 million
(6)	Date of Establishment	June 2, 2022

(7)	Major Shareholders and Shareholding Ratio	Kiyoshi Tachihara: 95%　Rika Hernandez Tamura: 5%	
(8)	Relationship between the Listed Company (uSonar Co., Ltd.) and the company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.
		Business relationship	Support for implementing our services

(9) Operating Results and Financial Position of RICE CLOUD Co., Ltd. for the Past Three Years			
Fiscal Year	FY Ended May 2024	FY Ended May 2025	FY Ended May 2026
Net Assets	¥37 million	¥40 million	¥63 million
Total Assets	¥118 million	¥144 million	¥235 million
Net Assets per Share	¥751.74	¥802.00	¥1,270.35
Net Sales	¥232 million	¥156 million	¥353 million
Operating Profit	¥20 million	¥3 million	¥34 million
Ordinary Profit	¥19 million	¥2 million	¥33 million
Net Income	¥14 million	¥2 million	¥23 million
Net Income per Share	¥292.73	¥50.26	¥468.35
Dividend per Share	-	-	-

3. Overview of the Sellers of the Shares

(1)	Name	Kiyoshi Tachihara
(2)	Address	Kawaguchi City, Saitama Prefecture
(3)	Relationship between the Listed Company (uSonar Co., Ltd.) and the Individual concerned	There are no capital, personnel, or business relationships to be reported.

4. Number of Shares Acquired, Acquisition Cost, and Status of Share Ownership Before and After the Acquisition

(1)	Number of Shares Held Before the Acquisition	Common shares: 0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0%)
(2)	Number of Shares Acquired	25,500 shares (Number of voting rights: 25,500)
(3)	Acquisition Cost	Common shares of RICE CLOUD Co., Ltd.: ¥128 million Advisory fees, etc. (estimated amount): ¥4 million Total (estimated amount): ¥132 million
(4)	Number of Shares Held After the Acquisition	25,500 shares (Number of voting rights: 25,500) (Percentage of voting rights held: 51.0%)

5. Schedule

(1)	Date of Board of Directors' Resolution	November 13, 2026
(2)	Date of Agreement Execution	November 13, 2026
(3)	Date of Share Transfer Execution	November 30, 2026 (planned)

6. Future Outlook

The impact of this share acquisition on the Company's consolidated financial results for the fiscal year ending December 2026 is expected to be minor at this time. The Company will promptly disclose any matters that require disclosure in the future.

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