Translation

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October 30, 2026

To Whom it May Concern:

Company name: BASE, Inc.
Representative: Representative Director and CEO Yuta Tsuruoka
(Code number: 4477, Tokyo Stock Exchange Growth Market)
Inquiries: Director, Senior Managing Executive Officer and CFO Ken Harada
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Notice Regarding the Commencement of Consideration of Initiatives to Further Strengthen the Corporate Governance Structure and Other Matters

BASE, Inc. (the "Company") has been working to strengthen and enhance its corporate governance structure. The Company hereby announces that it has commenced consideration of initiatives to further strengthen its governance structure, as described below, with the aim of further enhancing its corporate value and the common interests of shareholders.

As stated in the "(Amendment) Partial Amendment to the 'Notice Regarding Expression of Opinion in Support of, and Neutrality Regarding, the Tender Offer for the Company's Shares by SBINM LLC, a Wholly Owned Subsidiary of SBI Holdings, Inc., and the Conclusion of a Capital and Business Alliance Agreement with SBI Holdings, Inc.'" dated October 5, 2026, on October 1, 2026, the Company received notice through the representative of Mr. Hiroyuki Maki, a major shareholder of the Company (the "Major Shareholder"), that the Major Shareholder would resume purchases of the Company's shares (the "Company Shares") on or after October 2, 2026, with the aim of increasing his ownership ratio to more than 30%.

Subsequently, on October 9, 2026, the Major Shareholder filed Amendment Report No. 9 to the Large Shareholding Report, which stated under "Purpose of Holding": "In light of the current shareholder composition and other circumstances, the filer aims to acquire an ownership ratio exceeding 30% on a voting rights basis in order to enhance the effectiveness of the exercise of voting rights and involvement in management based on the filer's ownership." According to Amendment Report No. 12 to the Large Shareholding Report filed by the Major Shareholder on October 21, 2026, the Major Shareholder's holding ratio of share certificates, etc. was 28.36% as of October 14, 2026.

Following the expiration of the tender offer period for the Company's common stock under the tender offer commenced on August 31, 2026, by SBINM LLC, a wholly owned subsidiary of SBI Holdings, Inc. (the "Tender Offer"), on October 22, 2026, the Company received a communication from the Major Shareholder addressed to Yuta Tsuruoka, Representative Director and CEO of the Company ("Tsuruoka"). Subsequently, at the request of the Major Shareholder, the Company's outside directors held a meeting with the Major Shareholder. In addition, on October 23, 2026, the Company received, through the Major Shareholder's representative, a letter dated the same day from the Major Shareholder addressed to the Company's outside directors (the "Letter").

In the Letter, the Major Shareholder expressed his intention, due to circumstances on his side, to "sell his shares in the future and exit his position as a shareholder of the Company, regardless of the content of the Company's forthcoming response" (Note: the Company's response to the questions described below). In addition, the Major Shareholder requested that the Company consider "whether this exit could be carried out in an orderly manner in cooperation with the Company."

Specifically, the Major Shareholder stated that he considered it necessary for the Company to present concrete policies regarding the following items (i) through (iv) as "conditions for working toward an orderly exit in cooperation with the Company," and asked whether the Company could present such concrete policies.

(i) "Commitment to transitioning to a Company with a Nominating Committee, etc."

(ii) "Establishment and introduction of a clear total shareholder return (TSR) target and commitment to achieving it"

(iii) "Appointment of credible and trustworthy outside directors with independence and effective supervisory capabilities"

(iv) "Establishment of an independent special committee capable of ensuring the fairness and equity of the exit process, taking into account the enhancement of corporate value and the interests of general shareholders"

In response to these requests, the Company carefully considered each of these matters together with its outside directors from the perspective of the Company's corporate value and the common interests of shareholders and reached the following conclusions.

(i) "Commitment to transitioning to a Company with a Nominating Committee, etc."

The Company has been working to strengthen and enhance its governance structure through measures including maintaining a Board of Directors composed of directors with extensive knowledge of the Company's business and outside directors with professional expertise and objective perspectives, with outside directors constituting a majority of the Board. The Board of Directors determines basic management policies and makes decisions on the execution of important business matters, while corporate auditors audit the execution of duties by directors from an independent position. The Company has also established a Nomination and Compensation Committee, a majority of whose members are outside directors.

The Company believes that transitioning to a Company with a Nominating Committee, etc. could be an initiative that would further strengthen and enhance its governance structure by separating executive and supervisory functions.

With regard to such a transition, the Company anticipates various practical challenges and therefore intends to commence specific consideration, including identifying these challenges, and ultimately seek shareholders' judgment at a general meeting of shareholders based on the results of such consideration.

(ii) "Establishment and introduction of a clear total shareholder return (TSR) target and commitment to achieving it"

The Company believes that introducing TSR as one of its target performance indicators could promote greater sharing of value with shareholders and, in turn, contribute to enhancing the Company's corporate value and the common interests of shareholders.

(iii) "Appointment of credible and trustworthy outside directors with independence and effective supervisory capabilities"

The Company's director candidates have traditionally been selected based on deliberations and recommendations to the Board of Directors by the Nomination and Compensation Committee, the majority of whose members are outside directors.

The Company will continue to select outside director candidates who are expected to contribute to enhancing the Company's corporate value and the common interests of shareholders, taking into account their independence, supervisory capabilities, professional expertise and other relevant factors, and will submit proposals for their appointment for approval by shareholders at a general meeting of shareholders.

(iv) "Establishment of an independent special committee capable of ensuring the fairness and equity of the exit process, taking into account the enhancement of corporate value and the interests of general shareholders"

Given the number of Company Shares held by the Major Shareholder and the possibility that the method by which the Major Shareholder exits his position as a shareholder of the Company could affect the Company's general shareholders through its impact on the share price and other factors, the Company believes it would be appropriate to positively consider establishing a special committee composed primarily of outside directors.

Based on the results of the above consideration, on October 23, 2026, the Company provided the following responses to the Major Shareholder through his representative regarding each of the items (i) through (iv) above and commenced specific consideration as described in those responses. The Company hereby announces the following matters in this press release for the purpose of disclosing the contents of the responses communicated to the Major Shareholder.

(i) "Commitment to transitioning to a Company with a Nominating Committee, etc."

The Company has commenced specific consideration, including identifying practical challenges, with the aim of submitting a proposal regarding the transition to a Company with a Nominating Committee, etc. at the ordinary general meeting of shareholders to be held in March 2028, and hereby discloses this as a commitment of the Company, including Tsuruoka.

(ii) "Establishment and introduction of a clear total shareholder return (TSR) target and commitment to achieving it"

The Company will positively consider introducing TSR as a target and hereby discloses this as a commitment of the Company, including Tsuruoka. The Company will determine the details, including the establishment of a specific target, while seeking the views of institutional investors and other relevant parties, and will aim to achieve the target once determined.

(iii) "Appointment of credible and trustworthy outside directors with independence and effective supervisory capabilities"

The Nomination and Compensation Committee, chaired by a suitably qualified outside director, will select suitable outside director candidates and submit proposals for their appointment at the ordinary general meeting of shareholders.

(iv) "Establishment of an independent special committee capable of ensuring the fairness and equity of the exit process, taking into account the enhancement of corporate value and the interests of general shareholders"

The Company will positively consider the establishment of a special committee composed primarily of outside directors, with a view to establishing such a committee. and hereby discloses this as a commitment of the Company, including Tsuruoka.

From the perspective of enhancing the Company's corporate value and the common interests of shareholders, the Company will promptly proceed with consideration of and actions regarding each of the above matters, including the transition to a Company with a Nominating Committee, etc., the establishment and introduction of performance targets, and the establishment of a special committee, as described in the responses above.

If any matters requiring disclosure are determined in the future in relation to these matters, the Company will promptly disclose them.

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