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September 4, 2024

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Notice of Extension of Forward Period and Change of Forward Price
under Stock Forward Transaction Contract

MarketEnterprise Co., Ltd. (hereinafter, the "Company") announces in connection with Notice of Signing of Stock Forward Transaction Contract released on September 14, 2022, that the Company resolved at a meeting of its Board of Directors held on September 4, 2024 to extend the forward period and change the forward price under the stock forward transaction contract (hereinafter, the "Contract") signed with SBI SECURITIES Co., Ltd. (hereinafter, "SBI Securities").

1. Reasons for extension of forward period and change of forward price under the Contract

The Company signed the Contract on September 14, 2022. In consultations with SBI Securities ahead of the September 14, 2024 scheduled maturity, extension of the forward period under the Contract was proposed. The Company decided to accept the proposal for extension of the forward period on the basis that the number of underlying shares is 400,000 shares, which account for 7.5% of the Company's total number of shares issued and outstanding, and the release of these shares onto the open market might create an imbalance in supply and demand for the Company's shares and hinder fair price formation.

On signing the Contract, SBI Securities acquired 400,000 shares of the Company's stock on September 15, 2022; however, the Company would like to emphasize that this is simply an acquisition in conjunction with the Contract and that, even after extension of the forward period, the Company still has no intention of forming a capital and business alliance with SBI Securities.

Furthermore, when the Contract ends upon the scheduled maturity or early termination, SBI Securities will still dispose of the Company's shares at its own discretion. (For further details, please refer to 2. Outline of the Contract (as amended) and Notice of Signing of Stock Forward Transaction Contract released on September 14, 2022.) In any case, the transaction is a cash-settled transaction and the Contract does not require physical delivery of the Company's shares between the Company and SBI Securities.

2. Outline of the Contract (as amended)

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|---------------------------------|--|
| (1) Commencement date | September 14, 2022 |
| (2) Transaction type | Stock forward transaction |
| (3) Settlement method | Cash settlement |
| (4) Purchaser | MarketEnterprise Co., Ltd. |
| (5) Seller | SBI SECURITIES Co., Ltd. |
| (6) Underlying stock | MarketEnterprise common stock (Securities code: 3135) |
| (7) Number of underlying shares | 400,000 shares (equivalent to 7.5% of the total number of voting rights held by all shareholders of the Company as of June 30, 2024) |

It is assumed that, when the Company makes the application for the stock forward transaction, the Company is unaware of any material facts as defined in Article 166, Paragraph 2 of the Financial Instruments and Exchange Act (hereinafter, the "FIEA") nor any facts relating to the implementation of a tender offer, etc. or the withdrawal of a tender offer, etc. as defined in Article 167, Paragraph 2 of the FIEA with respect to the underlying shares.

(8) Forward period	Period with September 14, 2026 as the scheduled maturity
(9) Forward price	971 yen (amount equivalent to 107% of the transaction reference price stated in (10) below (rounded up to the nearest 1 yen)
(10) Transaction reference price	907 yen
(11) Termination clause	<p>The Company may, even before the maturity date, terminate the transaction for all or some of the underlying shares (hereinafter, "Underlying Shares Subject to Early Termination") by giving SBI Securities at least five business days' notice. The date specified in such notice will be used as the early termination reference date. In the event of early termination by the Company, the Company will make an announcement of early termination, with content that is to the reasonable satisfaction of SBI Securities, in accordance with the rules of Tokyo Stock Exchange, Inc. (hereinafter, the "Tokyo Stock Exchange"). It is assumed that, when the Company gives a notice of early termination, the Company and SBI Securities are unaware of any material facts as defined in Article 166, Paragraph 2 of FIEA nor any facts relating to the implementation of a tender offer, etc. or the withdrawal of a tender offer, etc. as defined in Article 167, Paragraph 2 of the FIEA with respect to the underlying shares. On receiving such a termination notice, SBI Securities will opt to either (1) sell the Underlying Shares Subject to Early Termination and use this sale price as the basis for settlement (hereinafter, this settlement method is referred to as the "Sale Settlement Approach (Early)") or (2) use the closing price of the common stock in normal trading on the Tokyo Stock Exchange on the date of receipt of the early termination notice as the basis for settlement (hereinafter, this settlement method is referred to as the "Fair Value Settlement Approach (Early)").</p>
(12) Early termination settlement	<p>In the event of early termination, early termination settlement will be made in accordance with the following.</p> <p>If SBI Securities opts for the Sale Settlement Approach (Early), SBI Securities will sell the Underlying Shares Subject to Early Termination within three months from the early termination reference date (provided, however, that the actual details of the sale such as the sale method and sale timing will be determined at the discretion of SBI Securities, and SBI Securities is entitled not to go ahead with the sale itself if the sale might result in a violation of laws and regulations or is reasonably likely to have socially unacceptable consequences.</p> <p>(1) Settlement date</p> <p>(i) If SBI Securities opts for the Sale Settlement Approach (Early)</p> <p>Whichever is sooner out of the day that is five business days after the day on which SBI Securities completed the sale of the Underlying Shares Subject to Early Termination and the day that is five business days after the three month anniversary of the early termination reference date. (Provided, however, that if the sale has not been completed within three months, the number of Underlying Shares Subject to Early Termination will be the number of shares whose sale has been successfully completed by SBI Securities.)</p> <p>(ii) If SBI Securities opted for the Fair Value Settlement Approach (Early)</p> <p>Day that is five business days after the early termination reference date.</p> <p>(2) Settlement amount</p> <p>If the reference price at early termination is more than the forward price: $((\text{Reference price at early termination described in (13) below} - \text{Forward price}) \times \text{Number of Underlying Shares Subject to Early Termination}) \times 0.75$</p> <p>If the reference price at early termination is equal to or less than the forward price: $(\text{Reference price at early termination described in (13) below} - \text{Forward price}) \times \text{Number of Underlying Shares Subject to Early Termination}$</p>

- (3) Payment of settlement amount
 If the above settlement amount is positive: The Company will receive this amount from SBI Securities.
 If the above settlement amount is negative: The Company will pay this amount to SBI Securities.
- (4) Payment method
 Payment will be made by transfer to the other party's designated bank account on the settlement date.
- (13) Reference price at early termination
- (i) If SBI Securities opts for the Sale Settlement Approach (Early)
 Weighted average sale price per share of stock sold early rounded up to the nearest 1 yen
 In the event of a stock split, stock reserve split, gratis allocation, etc. (hereinafter, "Stock Split, etc.") at the time of such sale, the price will be reasonably adjusted to reflect any such events.
- (ii) If SBI Securities opts for the Fair Value Settlement Approach (Early)
 Closing price of the common stock in normal trading on the Tokyo Stock Exchange on the early termination reference date
- (14) Penalty cost on early termination in accordance with early termination clause
 None
- (15) Settlement at maturity
 Settlement at maturity will be made in accordance with the following.
 SBI Securities will opt to either (1) sell underlying shares that were not subject to early termination before the maturity date (hereinafter, the "Remaining Underlying Shares") and use this sale price as the basis for settlement (hereinafter, this settlement method is referred to as the "Sale Settlement Approach (Maturity)") or (2) use the closing price of the common stock in normal trading on the Tokyo Stock Exchange on the maturity date as the basis for settlement (hereinafter, this settlement method is referred to as the "Fair Value Settlement Approach (Maturity)"), and will notify the Company of its chosen option within two business days from the maturity date.
 If SBI Securities opts for the Sale Settlement Approach (Maturity), SBI Securities will sell the Remaining Underlying Shares within three months from the day that is two business days after the maturity date (provided, however, that the actual details of the sale such as the sale method and sale timing will be determined at the discretion of SBI Securities, and SBI Securities is entitled not to go ahead with the sale itself if the sale might result in a violation of laws and regulations or is reasonably likely to have socially unacceptable consequences).
- (1) Settlement date
- (i) If SBI Securities opts for the Sale Settlement Approach (Maturity)
 Whichever is sooner out of the day that is five business days after the day on which SBI Securities completed the sale of the Remaining Underlying Shares and the day that is five business days after the three month anniversary of the maturity date. (Provided, however, that if the sale has not been completed by the three month anniversary of the maturity date, settlement will be made temporarily for the Remaining Underlying Shares whose sale has been completed at such time and the Company will set a separate settlement date for any shares whose sale has not been completed and settlement for them will be made by the same approach set out in this paragraph.)
- (ii) If SBI Securities opts for the Fair Value Settlement Approach (Maturity)
 Day that is five business days after the maturity date

	<p>(2) Settlement amount</p> <p>If reference price at maturity is more than the forward price: $((\text{Reference price at maturity described in (16) below} - \text{Forward price}) \times \text{Number of underlying shares subject to settlement at maturity}) \times 0.75$</p> <p>If the reference price at maturity is equal to or less than the forward price: $(\text{Reference price at maturity described in (16) below} - \text{Forward price}) \times \text{Number of underlying shares subject to settlement at maturity}$</p>
	<p>(3) Payment of settlement amount</p> <p>If the above settlement amount is positive: The Company will receive this amount from SBI Securities.</p> <p>If the above settlement amount is negative: The Company will pay this amount to SBI Securities.</p>
	<p>(4) Payment method</p> <p>Payment will be made by transfer to the other party's designated bank account on the settlement date.</p>
(16)Maturity reference price	<p>(i) If SBI Securities opts for the Sale Settlement Approach (Maturity)</p> <p>Weighted average sale price per share of stock sold at maturity rounded up to the nearest 1 yen</p> <p>In the event of a Stock Split, etc. at the time of such sale, the price will be reasonably adjusted to reflect any such events.</p> <p>(ii) If SBI Securities opts for the Fair Value Settlement Approach (Maturity)</p> <p>Closing price of the common stock in normal trading on the Tokyo Stock Exchange on the maturity date</p>
(17)Initial subscription margin	<p>For the transaction, the Company will deposit with SBI Securities a subscription margin (rounded up to the nearest 1 yen) calculated as follows: $(\text{Initial number of underlying shares} \times \text{Closing price of the common stock in normal trading on the Tokyo Stock Exchange on the business day before the Contract was signed}) \times 30\%$.</p> <p>If the amount equivalent to 30% of the actual total cost of SBI Securities' acquisition of the underlying shares exceeds the amount deposited in accordance with the foregoing by 1 million yen or more, the Company will make an additional cash deposit to cover such difference.</p>
(18)Adjustment of subscription margin	<p>(1) If the closing price of the Company's common stock in trading on the Tokyo Stock on the fifteenth day (if that day is a holiday, the immediately preceding business day; the same applies hereinafter) of each month prior to the settlement date and the final trading day of each month is less than 70% of the forward price</p> <p>Within five business days reckoned from the business day following the aforementioned trading days, the Company will deposit with SBI Securities an additional subscription margin in the amount equivalent to 30% of the purchase amount for the stock acquisition (rounded up to the nearest 1 yen).</p> <p>If, on any of five consecutive trading days with the fifteenth day or the last day of each month in the period prior to the settlement date as the final day, the closing price of the common stock in trading on the Tokyo Stock Exchange exceeds 100% of the forward price, the additional subscription margin will be returned to the Company within five business days reckoned from the business day following the final trading day of the aforementioned five consecutive trading days (provided, however, that this only applies if an additional deposit has been made because the 70% criterion described in the first paragraph hereof was met).</p> <p>(2) If the closing price of the common stock in trading on the Tokyo Stock Exchange on the fifteenth day or the last day of each month in the period prior to the settlement date is less than 50% of the forward price</p> <p>Within five business days reckoned from the business day following the</p>

abovementioned trading days, the Company will deposit with SBI Securities an additional subscription margin in the amount necessary for the sum total of the amounts deposited as subscription margins to be equal to the product of the number of Remaining Underlying Shares at such time and the forward price. If, on any of five consecutive trading days with the fifteenth day or the last day of each month in the period prior to the settlement date as the final day, the closing price of the common stock in trading on the Tokyo Stock Exchange exceeds 75% of the forward price, the seller will return to the purchaser cash equal to the cash deposited in accordance herewith within five business days reckoned from the business day following the final trading day of the abovementioned five consecutive trading days (provided, however, that this only applies if an additional deposit has been made because the 50% criterion described in the first paragraph hereof was met).

(19) Adjustment of the forward price

In the event of a stock split or reverse stock split with respect to the underlying shares or other event that will cause fluctuation in the theoretical price of the underlying shares (does not include issuance of new shares at fair value, etc.), the forward price will be adjusted.

For further details, please also refer to Notice of Signing of Stock Forward Transaction Contract released on September 14, 2022.

3. Outlook

As stated in the initial contract (for further details, please refer to Notice of Signing of Stock Forward Transaction Contract released on September 14, 2022), for the duration of the Contract, the fair value of the Company's common stock at the end of each quarter will have an impact on the Company's business performance. Specifically,

- if the fair value of the Company's common stock is more than the fair value at the end of the previous quarter (the forward price in the initial quarter), the Company will record non-operating income.
- if the fair value of the Company's common stock is less than the fair value at the end of the previous quarter (the forward price in the initial quarter), the Company will record non-operating expense.

Given that it is currently difficult to reasonably calculate the non-operating income or the non-operating expense that will arise as a result of the Contract, the Company has decided to leave its forecasts (net sales of 23,000 million yen/operating profit of 700 million yen/ordinary profit of 650 million yen/profit attributable to owners of parent of 330 million yen) announced on August 14, 2024 unchanged and will promptly give notice of any circumstances that need to be disclosed in the future.