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[Documents to be submitted]	Quarterly Securities report
[Applicable provision]	Article 24-4-7, Paragraph 1 of the Financial Products and Exchange Act
[Submission destination]	Director-General of the Kanto Local
[Date of submission]	May 14, 2024
[Quarterly accounting period]	Second quarter of the 25th fiscal year (January 1, 2024 to March 31, 2024)
[Company name]	BEENOS Inc.
[English translation]	BEENOS Inc.
[Title and Name of Representative]	Shota Naoi, President and CEO
[Location of the head office]	4-7-35 Kitashinagawa, Shinagawa-ku
[Phone number]	03 (5739) 3350 (Main)
[Name of administrative contact]	Executive Officer Hisanori Matsuda
[Nearest Contact]	4-7-35 Kitashinagawa, Shinagawa-ku
[Phone number]	03(6859)3328
[Name of administrative contact]	Executive Officer Hisanori Matsuda
[Place for public inspection]	Tokyo Stock Exchange (2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo)

Part I [Corporate Information]

Section 1 [Overview of the Company]

1. Changes in Major Management Indicators

Turn		2Q FY2023	2Q FY2024	FY2023
Accounting period		From October 1, 2022 to March 31, 2023	From October 1, 2023 to March 31, 2024	From October 1, 2022 to September 30, 2023
Net sales	(Millions of yen)	14,631	16,077	32,508
Ordinary income	(Millions of yen)	1,435	649	4,053
Net income attributable to owners of the parent	(Millions of yen)	819	229	2,198
Quarterly Comprehensive income or comprehensive income	(Millions of yen)	△3,990	384	△4,273
Net asset value	(Millions of yen)	13,919	13,186	13,010
Total assets	(Millions of yen)	28,814	29,500	27,911
Net income per share	(Yen)	66.17	18.94	180.76
Diluted net income per share	(Yen)	62.73	18.42	172.30
Capital adequacy ratio	(%)	47.6	44.0	45.8
Net cash provided by (used in) operating activities	(Millions of yen)	655	2,033	2,988
Cash flow from investing activities	(Millions of yen)	△294	△75	△726
Cash flow from financing activities	(Millions of yen)	326	△643	△1,192
Cash and cash equivalents at the end of the quarter	(Millions of yen)	10,615	12,578	11,233

Turn		2Q FY2023	2Q FY2024
Accounting period		From January 1, 2023 to March 31, 2023	From January 1, 2024 to March 31, 2024
Quarterly Net Income or Loss (△) per share	(Yen)	33.88	16.78

(Note) As the Company prepares quarterly consolidated financial statements, changes in major management indicators, etc. of the submitting company are not stated.

2. Description of Business

There have been no significant changes in the contents of the business conducted by the Group (the Company and its affiliated companies) during the second quarter consolidated cumulative period. There have been no changes in major affiliated companies.

Section 2 [Business Status]

1. Business and Other Risks

"During the six months ended March 31, 2024 there were no occurrences of matters that may have a significant impact on investors' decisions among the matters related to the status of business, accounting, etc. described in this quarterly report, or any significant changes in the "Business and Other Risks" described in the securities report for the previous business year."

2. Management's Analysis of Financial Position, Operating Results and Cash Flow

The forward-looking statements herein are based on the judgment of the Group (the Company and its consolidated subsidiaries) as of the end of the second quarter of the current fiscal year.

(1) Business Performance Report

The BEENOS Group is committed to becoming a leader on the "Global Platform Frontier," setting new standards and unlocking possibilities by fusing people, products, and information with the global commerce market. This ambition is fueled by leveraging technological advancements and our comprehensive expertise in global commerce.

For this fiscal year, we are concentrating on tailored strategies for each of our business segments to attain our objectives. Our goal in Global Commerce is to broaden our distribution channels by enhancing the Buyee service with AI technology, reducing operational costs, and engaging in vigorous promotional efforts. Our focus in Entertainment is on boosting profit margins through the systematization and automation of operations.

Our intentions in Value Cycle were to increase profit margins by launching new purchasing outlets and employing data-driven strategies to buy and sell at optimal prices, but we have completed the transfer of shares for the 2 companies within this segment as announced in "Notice of Changes in Consolidated Subsidiaries (Share Transfer)" on 14 February 2024 and "(Progress of Disclosed Matters) Notice of Completion of Change in Consolidated Subsidiaries (Shares Transfer) and Forecast of Extraordinary Income" on 30 April 2024. The Value Cycle segment will be deconsolidated from the BEENOS Group after 2Q FY2024.

During FY2024 2Q, our E-commerce Business experienced notable growth across its segments. In Global Commerce, the implementation of cost-effective campaigns significantly increased total GMV and enhanced profit margins. The Value Cycle segment saw the opening of new purchasing stores coupled with improvements to gross profit margins. Meanwhile, the Entertainment segment increased its GMV through large scale events of the artists it supports while expanding its lineup of new artists on Groobee. In the Incubation business, although there were no sales of operating investment securities during this period, provisions and impairments were recognized in response to changes in the valuation of these securities.

As a result, the consolidated GMV was 58,862 mil JPY (up 26.6% year on year), net sales were 16,077 mil JPY (up 9.9% year on year), operating income was 672 mil JPY (down 61.3% year on year), ordinary income was 649 mil JPY (down 54.7% year on year), and net income attributable to owners of parent was 229 mil JPY (down 72.0% year on year).

The achievements of each business segment are as follows.

(1) E-Commerce Business

i) Global Commerce Business

In the Overseas Forwarding and Proxy Purchasing Business (From Japan) via our Buyee platform, we managed more cost-effective campaigns with precision, which significantly expanded our GMV and enhanced our profit margins from 1Q. The effectiveness of these campaigns was notably seen through discounts on product prices across various e-commerce sites and product categories with which we collaborate, playing a key role in broadening our distribution reach.

In an effort to boost user convenience, we improved the Buyee's search capabilities using AI, in addition to making UI/UX enhancements. Moreover, we took steps to lower operation costs and server expenses, aiming to operate with a heightened focus on maintaining a healthy operating profit margin in relation to GMV. Buyee Connect, the Cross Border EC support service that allows EC sites in Japan to enable overseas sales by adding tag lines, onboarded menswear brand, D'URBAN Official Online Store, operated by Oggi INTERNATIONAL Co., Ltd. and apparel brand, louren Official Online Store, operated by aeka corporation.

In our Global Shopping Business (TO JAPAN), we expanded our product supply with the addition of products from Italy's eBay. We also aimed to expand distribution by enhancing marketing efforts, including campaigns for repeat customers and SEO strategies. However, the continued trend of a weaker yen affected our operations, leading to a sustained decrease in user demand.

As a result, GMV was 43,226 mil JPY (up 30.9% year on year), net sales were 6,938 mil JPY (up 16.3% year on year) and operating income was 2,076 mil JPY (up 5.5% year on year).

ii) Value Cycle Business

In the Apparel Reuse Business, focusing on the acquisition of high-priced items, such as luxury brand products, we further expanded our specialty purchase store "Brandear" by opening the "Jiyuugaoka Store" in March 2024. This new store increased our presence to 10 locations in the metropolitan area and 17 across Japan. The growth in repeat customers, spurred by effective marketing strategies like SEO and MEO, along with service improvements in-store, led to the highest quarterly purchase amount recorded so far.

On the sales front, leveraging the strong purchasing performance from last year, we engaged in vigorous sales activities, utilizing a rich inventory to boost sales revenue. Gross margin on operating profit improved QoQ in 2Q due to the adjustment of sale prices. Cutting costs in SG&A also contributed to the improvement of operating profitability.

In the Liquor Mediation Business, we opened the first JOYLAB store in Japan's northeastern region with the "JOYLAB Sendai Store" which brings the total number of stores to 10. The launch of diverse purchase campaigns aimed at boosting purchase volumes significantly increased the acquisition of pivotal products like domestic whiskey and wine, leading to a comprehensive enhancement in purchase volumes.

Sales-wise, whiskey and wine, which experienced strong purchasing, showcased excellent sales performance, bolstering overall results. Specifically, for domestic whiskey, despite market shifts caused by rising market prices, we achieved consistent sales by regularly adjusting our prices to ensure transactions were conducted at fair market values.

As a result, GMV was 8,267 mil JPY (up 17.7% year on year), net sales were 8,387 mil JPY (up 18.6% year on year) and operating losses were 63 mil JPY (operating income in 2Q FY2023 was 60 mil JPY).

As mentioned earlier, this segment will be deconsolidated after 2Q FY2024.

iii) Entertainment Business

In our Entertainment Business, strategically organized performances and seasonal events tailored for the artists we represent have seamlessly driven merchandise sales and CD distributions, resulting in an uplift in overall GMV.

Our entertainment industry-specific EC platform, Groobee, onboarded Sunarrow Co., Ltd.'s "Sunarrow Official Online Shop" in 2Q. As the platform welcomed more adopting companies, we have focused on enhancing systematization across various operational aspects to mitigate the internal workload associated with this expansion.

As a result, GMV was 7,071 mil JPY (up 19.4% year on year), net sales were 693 mil JPY (up 18.8% year on year) and operating losses were 35 mil JPY (operating losses in FY2023 2Q were 125 mil JPY).

For the E-Commerce Business as a whole, GMV was 58,541 mil JPY (up 27.4% year on year), net sales were 16,019 mil JPY (up 17.6% year on year) and operating income was 1,977 mil JPY (up 3.9% year on year).

② Incubation Business

The Incubation Business booked 2 million JPY through dividends from its operational investment securities but incurred impairment losses due to the devaluation of some of its investment securities.

As a result, net sales were 2 mil JPY (down 99.7% year on year) and operating losses were 244 mil JPY (operating income in FY2023 2Q was 736 mil JPY).

(iii) Other Businesses

In our Cross-Border E-Commerce Support Business, we offer a comprehensive suite of one-stop services for Japanese companies aiming to penetrate major international marketplaces like "Shopee" and "eBay." Our offerings cover everything from store setup and customer support to international shipping and payment processing. GMV has decreased as some restrictions has been placed on the listing of certain product categories for a few of our foreign marketplaces.

In the domain of our SaaS-based Cross-Border HR Platform Business, we renewed the current function and added new features to "Linkus," a specialized skill support management system, to restaurant management companies among others.

As a result, GMV was 408 mil JPY (down 44.5% year on year), net sales were 334 mil JPY (down 18.6% year on year) and operating losses were 520 mil JPY (operating losses in FY2023 2Q were 445 mil JPY).

(2) Analysis of Financial Position

(I) Assets

Total assets at the end of the second quarter were 29.500 billion yen, an increase of 1.588 billion yen from the end of the previous fiscal year.

The breakdown shows total current assets at 24.139 billion yen, an increase of 1.406 billion yen from the end of the previous fiscal year. This was mainly due to an increase of 1.425 billion yen in cash and deposits.

Total fixed assets were 5.361 billion yen, an increase of 182 million yen from the end of the previous fiscal year. This was mainly due to an increase of 126 million yen in investment securities.

(ii) Liabilities

Total liabilities at the end of the second quarter of the fiscal year under review increased by 1.412 billion yen from the end of the previous fiscal year to 16.314 billion yen.

The breakdown shows total current liabilities at 15.691 billion yen, an increase of 1.63 billion yen from the end of the previous fiscal year. This was mainly due to an increase of 776 million yen in deposits received, 546 million yen in accounts payable-other, 492 million yen in Income taxes payable, and a decrease of 247 million yen in current portion of long-term loans payable.

On the other hand, total fixed liabilities were 623 million yen, a decrease of 218 million yen from the end of the previous fiscal year. This was mainly due to a decrease of 129 million yen in deferred tax liabilities and 100 million yen in long-term loans payable.

(iii) Net assets

Total net assets at the end of the second quarter of the current fiscal year increased by 176 million yen from the end of the previous fiscal year to 13.186 billion yen. This was mainly due to increases of 95 million yen in foreign currency translation adjustment and 60 million yen in valuation difference on securities-for-sale securities.

(3) Status of cash flows

Cash and cash equivalents (hereinafter referred to as "Funds") at the end of the second quarter of the fiscal year under review were 12.578 billion yen, an increase of 1.345 billion yen from the end of the previous fiscal year.

The status of each cash flow and the factors thereof are as follows.

(Net cash provided by (used in) operating activities)

Net cash provided by operating activities amounted to 2.033 billion yen. The main factors for the increase were an increase in Deposits received of 776 million yen, a decrease in notes and accounts receivable - trade of 717 million yen, and Net Income or Loss (Δ) before income taxes of 659 million yen. The main factors for the decrease were an increase in accounts receivable - trade of 1.228 billion yen and Income taxes paid 607 million yen.

(Cash flow from investing activities)

Net cash used in investing activities was 75 million yen. The main factors for the decrease were 98 million yen for the acquisition of Intangible assets, 37 million yen for the acquisition of Tangible Assets, and 35 million yen for the acquisition of Investment securities. The main factor for the increase was 103 million yen in income from dividends from investment partnerships.

(Cash flow from financing activities)

Net cash used in financing activities was 643 million yen. The main factors for the decrease were repayment of Long-term loans payable of 347 million yen and Cash dividends paid 324 million yen.

(4) Management Policies and Strategies

There have been no significant changes in the Group's management policies and strategies for the second quarter of the current fiscal year.

(5) Business and financial challenges to be addressed

There have been no significant changes in the issues to be addressed by the Group during the second quarter consolidated cumulative period.

(6) Research and Development Activities

Not Applicable.

(7) Number of employees

There have been no significant changes in the number of employees of the Group during the second quarter of the current consolidated cumulative period.

3. Important Management Contracts

At a board meeting held on February 14, 2024, the Company resolved to transfer all shares of Defactostandard, Ltd. and JOYLAB, Inc., consolidated subsidiaries of the Company, to AUCNET INC.. Based on this resolution, a share transfer agreement was concluded on the same day, and the transfer was completed on April 30, 2024.

No. 3 [Status of Reporting Company]

1. Status of Shares, etc.

(1) [Total Number of Shares]

(1) [Total number of shares]

Type	Total number of authorized shares (shares)
Common stock	45,000,000
Total	45,000,000

(ii) [Issued shares]

Type	Number of shares issued at the end of the second quarter (March 31, 2024)	Number of shares issued as of the filing date (May 14, 2024)	Name of Listed Financial Products Exchange or Registered Authorized Financial Products Firms Association	Contents
Common stock	12,931,295	12,931,295	Tokyo Stock Exchange Prime Market	The number of shares per unit is 100 shares.
Total	12,931,295	12,931,295	-	-

"(Note) The "Number of issued shares as of the submission date" column does not include the number of shares issued through the exercise of Share subscription rights from May 1, 2024 to the submission date of this quarterly report."

(2) [Status of Share subscription rights, etc.]

(1) [Details of the stock option plan]

Not Applicable.

(ii) Status of Other Share subscription rights

Not Applicable.

(3) [Status of Exercise of Corporate Bonds with Share subscription rights Subject to Exercise Value Change, etc.]

Not Applicable.

(4) Changes in Total Number of Issued Shares and Capital stock

Date	Increase (decrease) in number of shares issued	Total number of shares outstanding	Increase (decrease) in Capital stock (million yen)	Capital stock (Millions of yen)	Increase (decrease) in additional paid-in capital	Capital surplus (Millions of yen)
January 15, 2024 (Note)	54,300	12,931,295	36	2,812	36	1,851

(Note) This is due to the issuance of new shares as restricted stock compensation.

Issue price: 1360 yen

Capitalization: 680 yen

Allottee:

Directors of the Company (*): 3

Executive officers: 7

Employee of the Company: 1

Directors of the Company's subsidiaries: 8

Executive officers of the Company's subsidiaries: 5

* Excluding directors who are members of the Audit and Supervisory Committee and outside directors

(5) Status of Major Shareholders

As of March 31, 2024

The name of the applicant;	Address	Number of shares held	Ratio of the number of shares held to the total number of issued shares (excluding Treasury Stocks) (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	1-8-1 Akasaka, Minato-ku, Tokyo	960,300	7.91
AVI JAPAN OPPORTUNITY TRUST PLC (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	BEAUFORT HOUSE EXETER EX4 4 ep UNITED KINGDOM (15-1, Konan 2-chome, Minato-ku, Tokyo)	879,000	7.24
BNYM AS AGT/CLTS NON TREATY JASDEC (Standing proxy: MUFG Bank, Ltd.)	240 GREENWICH STREET, NEW YORK, NEW YORK 10286 U.S.A. (2-7-1 Marunouchi, Chiyoda-ku, Tokyo)	672,082	5.54
GOLDMAN, SACHS & CO. REG (Standing proxy: Goldman Sachs Japan Co., Ltd.)	200 WEST STREET NEW YORK, NY, USA (10-1, Roppongi 6-chome, Minato-ku, Tokyo)	617,639	5.09
GOLDMAN SACHS INTERNATIONAL (Standing proxy: Goldman Sachs Japan Co., Ltd.)	PLUMTREE COURT, 25 SHOE LANE, LONDON EC4A4AU, U.K. (10-1, Roppongi 6-chome, Minato-ku, Tokyo)	472,927	3.90
NORTHERN TRUST GLOBAL SERVICES SE, LUXEMBOURG RE CLIENTS NON-TREATY ACCOUNT (Standing proxy: The Hong Kong and Shanghai Banking Corporation, Tokyo Branch)	10 RUE DU CHATEAU D' EAUL-3364 LEUDELANGE GRANDDUCHY OF LUXEMBOURG 3-11-1 Nihombashi, Chuo-ku	440,000	3.62
BBH CO FOR GRANDEUR PEAK GLOBAL CONTRARIAN FUND (Standing proxy: MUFG Bank, Ltd.)	1290 n BROADWAY STE 1100 DENVER COLORADO 80203 U.S.A. (7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo)	332,300	2.74
INTERACTIVE BROKERS LLC (standing proxy: Interactive Brokers Securities Co., Ltd.)	ONE PICKWICK PLAZA GREENWICH, CONNECTICUT 06830 USA (3-2-5 Kasumigaseki, Chiyoda-ku, Tokyo)	300,406	2.47
Teruhide Sato	Singapore	281,800	2.32
MSIP CLIENT SECURITIES (Standing proxy: Morgan Stanley MUFG Securities Co., Ltd.)	25 CABOT SQUARE, CANARY WHARF, LONDON E14 4 qa, U.K. (1-9-7 Otemachi, Chiyoda-ku, Tokyo)	267,845	2.21
Total	-	5,224,299	43.03

(Notes) 1. In addition to the above, the Company holds 791,333 shares of Treasury Stock.

In the Change Report of the Report of Possession of Large Volume made available for public inspection on March 26, 2024, it is stated that VARECS Partners, Ltd. owns the following shares as of March 18,

2024. However, since the Company is unable to confirm the actual number of shares owned as of March 31, 2024, they are not included in the above Status of Major Shareholders.

The name of the applicant;	Address	Number of share certificates, etc. held (total number) (shares, units)	Percentage of shares held (%)
VARECS Partners, Ltd.	1-6-17 Nihonbashikayabacho, Chuo-ku	1,095,200	8.47

In the Change Report of the Report of Possession of Large Volume made available for public inspection on April 4, 2024, it is stated that Asset Value Investors Limited owned the following shares as of March 28, 2024. However, since the Company is unable to confirm the actual number of shares owned as of March 31, 2024, they are not included in the above Status of Major Shareholders.

The name of the applicant;	Address	Number of share certificates, etc. held (total number) (shares, units)	Percentage of shares held (%)
Asset Value Investors Limited	2 Cavendish Square, London, UK	979,000	7.57

In the Change Report of the Report of Possession of Large Volume made available for public inspection as of April 4, 2024, it is stated that Nomura Securities Co., Ltd. and its joint holders, NOMURA INTERNATIONAL PLC and Nomura Asset Management Co., Ltd., own the following shares as of March 29, 2024. However, since the Company is unable to confirm the actual number of shares owned as of March 31, 2024, they are not included in the above Status of Major Shareholders.

The name of the applicant;	Address	Number of share certificates, etc. held (total number) (shares, units)	Percentage of shares held (%)
Nomura Securities Co., Ltd.	1-13-1 Nihonbashi, Chuo-ku, Tokyo	194,983	1.51
NOMURA INTERNATIONAL PLC (Nomura International PLC)	1 Angel Lane, London EC4R 3AB, United Kingdom	143,975	1.11
Nomura Asset Management Co., Ltd.	2-1, Toyosu 2-chome, Koto-ku, Tokyo	640,300	4.95

(6) Status of voting rights

(1) [Issued Shares]

As of March 31, 2024

Category	Number of shares	Number of voting rights (shares)	Contents
Non-voting stock	-	-	-
Shares with restricted voting rights (Treasury Stock, etc.)	-	-	-
Shares with restricted voting rights (Other)	-	-	-
Shares with full voting rights (Treasury Stocks, etc.)	(Treasury Shares) Common stock 791,300	-	-
Shares with full voting rights (Other)	Common stock 12,111,500	121,115	-
Fractional unit of shares	Common stock 28,495	-	-
Total number of issued shares	12,931,295	-	-
Voting rights of all shareholders	-	121,115	-

(ii) Treasury Stock, etc.

As of March 31, 2024

The name of the owner;	Owner Address	Number of shares held in own name (shares)	Number of shares held in other person's name (shares)	Total number of shares held	Ratio of the number of shares held to the total number of shares issued (%)
(Treasury Shares) BEENOS Inc.	4-7-35 Kitashinagawa, Shinagawa-ku	791,300	-	791,300	6.1
Total	-	791,300	-	791,300	6.1

2. Status of Directors

After the submission of the securities report for the previous business year, there have been no changes in officers

during the current cumulative quarter.

Article 4 [Status of Accounting]

1. Method of preparation of quarterly consolidated financial statements

The quarterly consolidated financial statements of the Company are prepared in accordance with the "Ordinance on Terminology, Forms, and Preparation Methods of Quarterly Consolidated Financial Statements" (Cabinet Office Ordinance No. 64 of 2007).

2. Audit Certification

Pursuant to the provisions of Article 193, Paragraph 2, Paragraph 1 of the Financial Products Transaction Act, the quarterly consolidated financial statements for the second quarter consolidated accounting period (from January 1, 2024 to March 31, 2024) and the second quarter consolidated cumulative period (from October 1, 2023 to March 31, 2024) have been subjected to a quarterly review by Grant Thornton Taiyo LLC.

1. Quarterly Consolidated Financial Statements

(1) Quarterly Consolidated Balance Sheet

(Unit: million yen)

	FY2023 (30 September 2023)	2Q FY2024 (31 March 2024)
Assets		
Current assets		
Cash and deposits	10,648	12,073
Notes and accounts receivable	1,367	848
Operational investment securities	* 1 3,998	* 1 3,854
Products	2,650	2,128
Accounts receivable	1,211	2,442
Other	2,929	2,864
Allowance for doubtful accounts	(73)	(73)
Total current assets	22,733	24,139
Fixed assets		
Tangible Assets		
Buildings and structures	783	822
Accumulated depreciation	(439)	(459)
Buildings and structures, net	344	362
Tools, materials and supplies	271	283
Accumulated depreciation	(196)	(211)
Tools, materials and supplies, net	75	71
Other	42	42
Accumulated depreciation	(19)	(22)
Other, net	22	20
Total tangible assets	442	455
Intangible assets		
Software	297	338
Other	0	0
Total intangible assets	297	339
Investments etc.		
Investment securities	2,983	3,109
Deferred tax assets	910	1,033
Other	544	423
Total investments etc.	4,438	4,566
Total fixed assets	5,178	5,361
Total assets	27,911	29,500

(Unit: million yen)

	FY2023 (30 September 2023)	2Q FY2024 (31 March 2024)
Liabilities		
Current liabilities		
Notes and accounts payable-trade	54	27
Short-term loan	* 2 4,250	* 2 4,250
Current portion of long-term loans payable	647	400
Accounts payable-other	6,822	7,368
Deposits received	996	1,773
Income taxes payable	254	747
Other	1,034	1,124
Total current liabilities	14,060	15,691
Fixed liabilities		
Long-term loans payable	300	200
Deferred tax liabilities	295	166
Asset retirement obligations	223	234
Other	22	22
Total fixed liabilities	841	623
Total liabilities	14,901	16,314
Net assets		
Shareholders' equity		
Capital stock	2,775	2,812
Capital surplus	2,954	2,981
Retained earnings	7,256	7,159
Treasury Stock	(1,566)	(1,509)
Total shareholders' equity	11,421	11,445
Other accumulated comprehensive income		
Valuation difference on securities	(215)	(155)
Foreign currency translation adjustments	1,584	1,679
Total other accumulated comprehensive income	1,368	1,524
Share subscription rights	220	216
Total net assets	13,010	13,186
Total liabilities and net assets	27,911	29,500

(2) Quarterly Consolidated Profit & Loss Statement and Quarterly Consolidated Statement of Comprehensive Income

Quarterly Consolidated Statements of Income

[Second Quarter Consolidated Cumulative Period]

(Unit: million yen)

	2Q FY2023 (1 October 2022 – 31 March 2023)	2Q FY2024 (1 October 2023 – 31 March 2024)
Net sales	14,631	16,077
Cost of sales	7,354	9,556
Gross profit	7,277	6,520
Selling, general and administrative expenses	* 5,539	* 5,847
Operating income	1,737	672
Non-operating income		
Interest income	2	7
Equity in earnings of affiliated companies	-	58
Subsidy income	1	0
Guarantee income	9	3
Other	19	23
Total non-operating income	32	92
Non-operating expenses		
Interest expenses	9	7
Equity in loss of affiliates	125	-
Foreign exchange losses	198	87
Commissions paid	0	-
Loss on investments in partnerships	0	10
Other	0	9
Total non-operating expenses	335	115
Ordinary income	1,435	649
Extraordinary income		
Gain on reversal of subscription rights to shares	4	9
Total extraordinary income	4	9
Net Income or Loss (Δ) before income taxes	1,440	659
Income taxes	667	710
Income taxes-deferred	(46)	(280)
Total income taxes	620	429
Net Income or Loss (Δ)	819	229
Net income (Δ) attributable to owners of parent	819	229

[Quarterly Consolidated Statement of Comprehensive Income]
[Second Quarter Consolidated Cumulative Period]

(Unit: million yen)

	2Q FY2023 (1 October 2022 – 31 March 2023)	2Q FY2024 (1 October 2023 – 31 March 2024)
Net Income or Loss (Δ)	819	229
Other comprehensive income		
Valuation difference on securities	(4,498)	60
Foreign currency translation adjustments	(298)	91
Share of other comprehensive (loss) income in associates	(12)	3
Total other comprehensive income	(4,809)	155
Quarterly Comprehensive income	(3,990)	384
(Breakdown)		
Comprehensive income attributable to owners of parent	(3,990)	384
Comprehensive income attributable to non-controlling interests	-	-

(3) Quarterly Consolidated Statements of Cash Flows

(Unit: million yen)

	2Q FY2023 (1 October 2022 – 31 March 2023)	2Q FY2024 (1 October 2023 – 31 March 2024)
Net cash provided by (used in) operating activities		
Net Income or Loss (△) before income taxes	1,440	659
Depreciation and amortization	94	94
Amortization of goodwill	52	-
Stock-based Compensation Expense	60	50
Increase in allowance for doubtful accounts (Decrease:△)	0	△ 0
Increase in allowance loss on guarantees (Decrease:△)	-	(132)
Interest and dividends income	△ 2	△ 7
Interest expenses	9	7
Foreign exchange losses (Gains:△)	△ 1	△ 6
Equity in losses of affiliates (Gains:△)	125	(5.8)
Loss on investments in partnership (Gains:△)	0	10
Gain on reversal of subscription rights to shares	△ 4	△ 9
Decrease in notes and accounts receivable-trade (Increase:△)	31	717
Increase in operational investment securities (Increase: △)	(354)	134
Decrease in inventory (Increase:△)	146	525
Increase (decrease) in accounts receivable-other (increased by △)	(690)	(1,228)
Increase in notes and accounts payable-trade (Decrease:△)	(303)	(27)
Increase in accounts payable-other (Decrease: △)	(27)	534
Increase in deposits received (Decrease:△)	489	776
Increase in consumption taxes payable (Decrease:△)	△ 23	0
Other	898	495
Subtotal	1,940	2,536
Interest and dividend received	61	5
Interest expenses paid	△ 9	△ 7
Income taxes refunded	746	106
Income taxes paid	(2,083)	(607)
Net cash provided by (used in) operating activities	655	2,033
Cash flow from investing activities		
Purchase of property, plant and equipment	(74)	(37)
Purchase of intangible assets	(52)	△ 98
Purchase of investment securities	(137)	(35)
Payments for lease and guarantee deposits	(29)	△ 9
Proceeds from collection of lease and guarantee deposits	15	1
Proceeds from distributions from investment partnerships	43	103
Other	(60)	0
Cash flow from investing activities	(294)	(75)

(Unit: million yen)

	2Q FY2023 (1 October 2022 – 31 March 2023)	2Q FY2024 (1 October 2023 – 31 March 2024)
Cash flow from financing activities		
Increase in short-term loans payable (Decrease: △)	733	-
Repayment of long-term loans payable	(200)	(347)
Purchase of treasury stock	△ 0	△ 0
Sales of treasury stock	48	11
Proceeds from exercise of stock options	54	16
Cash dividends paid	(308)	(324)
Cash flow from financing activities	326	(643)
Effect of exchange rate change on cash and cash equivalents	△ 92	30
Net increase in cash and cash equivalents(Decrease:△)	595	1,345
Cash and cash equivalents at the beginning of the year	10,019	11,233
Cash and cash equivalents at the end of the quarter	* 10,615	* 12,578

[Notes]

(Quarterly Consolidated Balance Sheet Sheets)

* 1. Allowance for loss on investment in Operational investment securities directly deducted from assets is as follows.

	Fiscal year ended September 30, 2023	Second Quarter of Fiscal Year Ending March 31, 2024
Operational investment securities	272 Million yen	489 Million yen

* 2. The Company and its consolidated subsidiaries have concluded overdraft agreements with six banks in order to raise working capital efficiently. The unexecuted balance of borrowings based on this contract is as follows.

	Fiscal year ended September 30, 2023	Second Quarter of Fiscal Year Ending March 31, 2024
Total amount of overdraft credit line	9,110 Million yen	11,199 Million yen
Outstanding Borrowings	4,250	4,250
Net amount	4,860	6,949

(Quarterly Consolidated Statements of Income)

* Major items and amounts of Selling, general and administrative expenses are as follows.

	Second quarter of the previous fiscal year (From October 1, 2022 To March 31, 2023)	Second quarter of the current fiscal year (From October 1, 2023 To March 31, 2024)
Salary allowance	1,019 Million yen	1,126 Million yen
Outsourcing expenses	807	829
Advertising expense	400	320
Distribution cost	223	220
Miscellaneous wages	433	477
Provision for directors' bonuses	82	52

(Quarterly consolidated statements of cash flows)

* Relationship between the balance of cash and cash equivalents at the end of the quarter and the amount for the account presented in the Quarterly Consolidated Balance Sheet

	Second quarter of the previous fiscal year (From October 1, 2022 To March 31, 2023)	Second quarter of the current fiscal year (From October 1, 2023 To March 31, 2024)
Cash and deposit account	10.182 billion yen	12.073 billion yen
Deposit	432	504
Cash and cash equivalents	10,615	12,578

(Note) Deposits are included in Current assets and Others.

(Matters Related to Shareholders' equity)

(From October 1, 2022 to March 31, 2023)

1. Dividends paid

Resolution	Type of shares	Total amount of dividends (million yen)	Dividend per share (yen)	Base date	Effective date	Source of dividends
Board of Directors' meeting held on November 24, 2022	Common stock	309	25	September 30, 2022	December 2, 2022	Retained earnings

2. Dividends whose record date is within the second quarter consolidated cumulative period and whose effective date is after the last day of the second quarter consolidated cumulative period

Not Applicable.

3. Significant changes in Shareholders' equity

Not Applicable.

(From October 1, 2023 to March 31, 2024)

1. Dividends paid

Resolution	Type of shares	Total amount of dividends (million yen)	Dividend per share (yen)	Base date	Effective date	Source of dividends
Board of Directors' meeting held on November 22, 2023	Common stock	325	27	September 30, 2023	December 1, 2023	Retained earnings

2. Dividends whose record date is within the second quarter consolidated cumulative period and whose effective date is after the last day of the second quarter consolidated cumulative period

Not Applicable.

3. Significant changes in Shareholders' equity

Not Applicable.

(Segment Information.)

[Segment Information]

(From October 1, 2022 to March 31, 2023)

1. Information on Net sales, Profit or Loss, and Income Breakdown by Reportable Segment

(Unit: million yen)

	Reportable segment							Adjustment (Note) 2	Amount recorded in Recorded Amount on Quarterly Consolidated Profit & Loss Statement (Note) 3
	E-commerce business				Incubation Business	Other Businesses	Total		
	Global Commerce Businesses	Value Cycle Businesses	Enter Theiment	Subtotal					

Net sales									
Revenue from contracts with customers	5,951	7,026	583	13,562	-	252	13,814	-	13,814
Other income (Note) 1	-	-	-	-	816	-	816	-	816
Net sales to external customers	5,951	7,026	583	13,562	816	252	14,631	-	14,631
Intersegment Net sales or transfers	14	45	0	60	-	158	219	(219)	-
Total	5,966	7,072	583	13,622	816	411	14,850	(219)	14,631
Segment profit (loss)	1,968	60	(125)	1,903	736	(445)	2,195	(457)	1,737

"(Notes) 1." "Other income" "includes income related to Operational investment securityn accordance with" "Accounting Standards for Financial Instruments" "(ASBJ Statement No. 10)."

2. The negative 457 million yen Adjustment to segment profit (loss) includes negative 22 million yen elimination of inter-segment transactions, 169 million yen corporate revenue and 604 million yen corporate expenses that are not allocated to each reportable segment. Corporate income consists primarily of commissions received from Group companies. Corporate expenses are primarily related to Group management.

3. Segment profit is adjusted with Operating income in the quarterly consolidated statement of income.

(From October 1, 2023 to March 31, 2024)

1. Information on Net sales, Profit or Loss, and Income Breakdown by Reportable Segment

(Unit: million yen)

	Reportable segment							Adjustment (Note) 2	Amount recorded in Recorded Amount on Quarterly Consolidated Profit & Loss Statement (Note) 3
	E-commerce business				Incubation Business	Other Businesses	Total		
	Global Commerce Businesses	Value Cycle Businesses	Enter Theime Nt	Subtotal					
Net sales									
Revenue from contracts with customers	6,917	8,323	693	15,933	-	140	16,074	-	16,074
Other income (Note) 1	-	-	-	-	2	-	2	-	2
Net sales to external customers	6,917	8,323	693	15,933	2	140	16,077	-	16,077
Intersegment Net sales or transfers	21	64	0	85	-	193	279	(279)	-
Total	6,938	8,387	693	16,019	2	334	16,356	(279)	16,077

Segment profit (loss)	2,076	(63)	(35)	1,977	(244)	(520)	1,212	(540)	672
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"(Notes) 1." "Other income" "includes income related to Operational investment securityn accordance with" "Accounting Standards for Financial Instruments" "(ASBJ Statement No. 10)."

- The negative 540 million yen Adjustment to segment profit (loss) includes negative 3 million yen elimination of inter-segment transactions, 167 million yen corporate revenue and 703 million yen corporate expenses that are not allocated to each reportable segment. Corporate income consists primarily of commissions received from Group companies. Corporate expenses are primarily related to Group management.
- Segment profit is adjusted with Operating income in the quarterly consolidated statement of income.

(Revenue Recognition)

A breakdown of revenue from contracts with customers is provided in "Notes (Segment Information)."

(Per Share Information)

Net Income or Loss (Δ) per share and the basis for its calculation, and diluted Net Income or Loss (Δ) per share and the basis for its calculation are as follows.

	Second quarter of the previous fiscal year (From October 1, 2022 To March 31, 2023)	Second quarter of the current fiscal year (From October 1, 2023 To March 31, 2024)
(1) Quarterly Net Income or Loss (Δ) per share	66.17 yen	18.94 yen
(Basis for Calculation)		
Net income (Δ) attributable to owners of parents the parent	819	229
Amount not attributable to ordinary shareholders (million yen)	-	-
Profit Net income (Δ) attributable to owners of parent related to ordinary shares (Millions of yen)	819	229
Average number of common shares during the period (shares)	12,381,629	12,099,108
(2) Diluted Net Income or Loss (Δ) per share	62.73 yen	18.42 yen
(Basis for Calculation)		
Adjustments Net income (Δ) attributable to owners of parents the parent (million yen)	-	-
Increase in common shares (shares)	679,870	342,222
Outline of potential shares that have not been included in the calculation of diluted quarterly Net Income or Loss (Δ) per share because they do not have a dilutive effect and that have undergone significant changes since the end of the previous consolidated fiscal year	-	-

(Note) The Company's shares held by the Trust as a trust-type employee stock ownership incentive plan (E-Ship), which are recorded as treasury shares in shareholders' equity, are included in the number of treasury shares to be deducted in the calculation of the average number of shares during the period in the calculation of net income per share.

Average number of shares of treasury stock during the period deducted in the calculation of Net Income or Loss (Δ) per Treasury Stock

Six months ended June 30, 2019:49,884 shares Six months ended June 30, 2019:1,339 shares

2 [Others]

Not Applicable.

Part II [Information on guarantor companies, etc. of the submitting company]

Not Applicable.

Independent auditor's quarterly review report

May 14, 2024

BEENOS Inc.

To the Board of Directors

Grant Thornton Taiyo LLC

Tokyo Office

Designated Limited Liability Partner, Managing Partner	Certified public accountant	Tetsu Saito
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Designated Limited Liability Partner, Managing Partner	Certified public accountant	Takanori Ishikura
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Auditor's conclusion

Pursuant to the provisions of Article 193, Paragraph 2, Item 1 of the Financial Instruments and Exchange Act, we have conducted a quarterly review of the quarterly consolidated financial statements of BEENOS Inc. This review includes the quarterly consolidated balance sheets, the quarterly consolidated statements of income, the quarterly consolidated statements of comprehensive income, the quarterly consolidated statements of cash flows, and the accompanying notes for the second quarterly consolidated accounting period (from January 1, 2023, to March 31, 2024) and the second cumulative consolidated accounting period (from October 1, 2023, to March 31, 2024) for the consolidated fiscal year ending September 30, 2024, as presented in "Financial Information."

In our quarterly review, we have not identified any matters that would lead us to believe that the consolidated financial statements referred to above do not fairly present the financial position of BEENOS Inc. and its consolidated subsidiaries as of March 31, 2024, nor the results of their operations and their cash flows for the six months ended March 31, 2024, in accordance with accounting principles generally accepted in Japan.

Basis for the auditor's conclusion

We conducted our quarterly review in accordance with the quarterly review standards generally accepted in Japan. The responsibilities of the Company under the Standards for Quarterly Review are described in "Responsibilities of Auditors in Quarterly Review of Quarterly Consolidated Financial Statements." In accordance with the Code of Professional Ethics in Japan, we are independent of the Company and its consolidated subsidiaries and perform other ethical responsibilities as an auditor. We believe that we have obtained sufficient evidence on which to base our conclusions.

Responsibilities of Management and the Audit and Supervisory Committee for Quarterly Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of quarterly consolidated financial statements in accordance with the standards for the preparation of quarterly consolidated financial statements that are generally accepted in Japan. This includes designing and operating such internal controls as management determines are necessary to enable the preparation and fair presentation of the quarterly consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing quarterly consolidated financial statements, management has the responsibility to evaluate whether it is appropriate to prepare quarterly consolidated financial statements based on the going concern assumption and to disclose matters related to going concerns when it is necessary to do so based on the standards for the preparation of quarterly consolidated financial statements that are generally accepted as fair and appropriate in Japan. The

responsibility of the Audit and Supervisory Committee is to oversee the execution of duties by directors in the development and operation of the financial reporting process.

Auditor's Responsibilities in Quarterly Review of Quarterly Consolidated Financial Statements

The auditor's responsibility is to express an independent conclusion on the quarterly consolidated financial statements in the quarterly review report based on the quarterly review conducted by the auditor. In accordance with the quarterly review standards generally accepted in Japan, the auditors exercise professional judgment and maintain professional skepticism throughout the quarterly review process, and perform the following:

- The auditor primarily conducts questioning of the management and persons responsible for matters related to finance and accounting, analytical procedures, and other quarterly review procedures. Quarterly review procedures are more limited than annual audits of financial statements conducted in accordance with auditing standards generally accepted in Japan.

- In cases where significant uncertainty regarding events or circumstances that give rise to substantial doubts about the going concern assumption is judged, the quarterly consolidated financial statements shall conclude, based on the evidence obtained, whether or not there are matters that would lead one to believe that they are not properly presented in accordance with the standards for the preparation of quarterly consolidated financial statements that are generally accepted as fair and appropriate in Japan. Additionally, the auditor must draw attention to the notes to the quarterly consolidated financial statements in the quarterly review report if there is significant uncertainty regarding the going concern assumption or express a qualified conclusion or a negative conclusion to the quarterly consolidated financial statements if the notes regarding the material uncertainty are not appropriate. The auditor's conclusions are based on the evidence received up to the date of the quarterly review report; however, future events and circumstances may prevent the company from continuing as a going concern.

- Evaluate whether there are matters that would lead one to believe that the presentation of the quarterly consolidated financial statements and the notes thereto do not comply with the standards for the preparation of quarterly consolidated financial statements that are generally accepted as fair and appropriate in Japan. Also, determine if the presentation, composition, and content of the quarterly consolidated financial statements, including the related notes, do not adequately present the underlying transactions and accounting events.

- Obtain evidence of the financial information of the Company and its consolidated subsidiaries to express a conclusion on the quarterly consolidated financial statements. The auditor is responsible for the direction, supervision, and implementation of the quarterly review of the quarterly consolidated financial statements and is solely responsible for the auditor's conclusions.

The auditor reports to the Audit and Supervisory Committee on the scope of the planned quarterly review, the timing of the quarterly review, and significant findings from the quarterly review. An auditor shall report to the Audit and Supervisory Committee that he or she has complied with the provisions concerning professional ethics in Japan regarding independence, matters that are reasonably considered to have an impact on the auditor's independence, and the details of measures taken to remove impediments or safeguards applied to reduce impediments to an acceptable level, if any.

Interest

Our firm and engagement partners have no interest in the Company or its consolidated subsidiaries that should be disclosed in accordance with the provisions of the Certified Public Accountants Act.

-END-

Notes: 1. The above is an electronic version of the matters stated in the original copy of the quarterly review report, and the original copy is kept separately by the Company (the company submitting the quarterly report).

2. XBRL data is not included in the scope of quarterly review.