



May 1, 2026

Company name: V-cube, Inc.

President & CEO: Jun Mizutani

Tokyo Stock Exchange, Prime Market (stock code: 3681)

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## **Notice Concerning Status of Negotiations for Definitive Agreement Based on Basic Sponsor Agreement**

As announced in the timely disclosure dated March 31, 2026, titled "Notice Concerning Likelihood of Designation of the Company's Shares as Securities Under Supervision (Confirmation) Due to Falling Under Delisting Criteria and Conclusion of Basic Sponsor Agreement" (hereinafter referred to as the "March 31, 2026 Disclosure"), the Company has entered into a Basic Sponsor Agreement with Japan Innovation Network (hereinafter referred to as "J-INC") regarding a transaction in which the Company will become a wholly owned subsidiary of an SPC established by J-INC through a third-party allotment to said SPC and a subsequent consolidation of shares.

As stated in the March 31, 2026 Disclosure, the Basic Sponsor Agreement stipulates that the Company and J-INC aim to conclude a legally binding definitive agreement during April 2026. Based on this, both parties have been negotiating with the goal of announcing the definitive agreement by May 8, 2026.

However, the Company yesterday received a request from J-INC (hereinafter the "Request") stating that it is difficult to conclude a definitive agreement at the price stipulated in the Basic Sponsor Agreement (refer to 2(2) of the March 31, 2026 Disclosure). This Request was made based on the following reasons:

1. As announced in the "Notice Concerning Establishment of Special Investigation Committee" dated April 24, 2026, the Company has established a Special Investigation Committee.
2. Following the establishment of said committee, and as announced in the "Notice Concerning Disclaimer of Opinion on the Audit Report and Internal Control Audit Report for the Annual Securities Report for the Fiscal Year Ended December 31, 2025" dated April 30, 2026, the Company's independent auditor, Taiyo ASG LLC, issued a disclaimer of audit opinion because it was unable to obtain sufficient and appropriate audit evidence to serve as a basis for an opinion on the Company's financial statements and consolidated financial results for the fiscal year ended December 31, 2025.
3. As disclosed in the Form 10-K dated March 18, 2026, by TEN Holdings, Inc. (hereinafter "TEN"), which was a consolidated subsidiary of the Company during the fiscal year ended December 31, 2025, TEN is currently the subject of investigations by the U.S. Attorney's Office and the U.S. Securities and Exchange Commission (SEC). J-INC cited the fact that sufficient information regarding the scope of these investigations has not been obtained.

J-INC is currently scrutinizing the impact of the above factors. As of today, the Company has not received any formal proposal regarding specific changes to the terms (including, but not limited to, the issue price for the third-party allotment and the squeeze-out price) based on the Request. However, J-INC has maintained its intention to continue discussions and consider support measures for the Company, provided that conditions acceptable to J-INC (including agreements with financial institutions) are met. J-INC has stated that the Request does not mean a termination of discussions toward a definitive agreement.

The Company recognizes that external investment, including the procurement of equity-based capital, is essential to avoid the impairment of corporate value, radically improve its financial position, and achieve business restructuring. As announced in the "Notice Concerning Status of Alternative Proposals to the Basic Sponsor Agreement" dated April 22, 2026, the Company conducted a market check but did not receive any legally binding alternative proposals. We understand that our options are limited under current time constraints.

Based on the above, the Company will continue discussions with J-INC toward the execution of the investment. We intend to proceed with negotiations to conclude a definitive agreement under terms that maintain and enhance corporate value and shareholder value to the greatest extent possible. Should an agreement be reached, the Company will promptly announce the conclusion of the definitive agreement.