

Stock Code:3328
2 December 2021

To Our Shareholders,

4-7-35 Kita-shinagawa, Shinagawa-ku, Tokyo
BEENOS, inc.
President and Group CEO Shota Naoi

Notice of the 22nd Annual Meeting of Shareholders

We cordially invite you to the 22nd Annual Meeting of Shareholders (AGM). Details are listed below.

If you are not able to be in attendance, you are still able to exercise your right to vote by either method listed below.

[Vote in Writing]

Please vote yea or nay on each resolution on the enclosed ballot and send your completed ballot back to us by Thursday, 16 December at 5:30PM (JST).

[Vote Online]

Please go to our designated voting website (<http://www.web54.net>) and use the "Voting Code" and "Password" on the enclosed ballot to login. Please follow the instructions to vote yea or nay on each resolution. Please complete your voting by Thursday, 16 December at 5:30PM (JST).

[Vote via BEENOS Shareholder Benefit Program (Japan Only)]

You can vote via our Shareholder Benefit Program website([https://beenos.premium-yutaiclub.jp/\(Link\)](https://beenos.premium-yutaiclub.jp/(Link))). Register using your Shareholder Number as listed in the enclosed ballot and your postal code. Once logged in, access the go to the "Exercise Right to Vote" page from the "Shareholders Post". Please complete your voting by Thursday, 16 December at 5:30PM (JST).

Notes

1. Date Friday, 17 December 2021 at 10:30AM
2. Location 4-7-36 Kita-shinagawa, Shinagawa-ku, Tokyo, Japan
Tokyo Marriott Hotel B1 Floor Iris
3. Purposes
Reports
 1. Contents of the business report and consolidated financial statements for the 22nd term (1 October 2020 to 30 September 2021) and the auditing report on the results of the consolidated financial statements by the boards of directors and auditors
Contents of the financial statements for the 22nd term

Ratifications

- Item 1 Amendment to the Articles of Incorporation
- Item 2 Election of 5 Directors (excluding Audit and Supervisory Committee members)
- Item 3 Election of 3 Directors in the Audit and Supervisory Committee

4. Notice regarding ratifications

Voting in proxy

If you wish to vote in proxy, you may choose 1 shareholder who has voting rights to act as your representative to attend the Annual Meeting. However, please be aware that the representative must submit a certified document to become a delegated authority.

5. Other items regarding this notice

The "notes on the framework to secure appropriate working operations", "notes to the consolidated financial statements of the consolidated financial documents" and "notes to the non-consolidated financial statements of the financial documents" that are generally to be included in this notice have been omitted as they have been posted on our website (<http://beenos.com>) for legal purposes and according to Article 18 of our Articles of Incorporation.

The notes included in this document are a portion of the audit report that was created by the financial auditor and the board of auditors.

We kindly ask those who will be in attendance to submit the enclosed voting form at the reception desk.

If any errors are found in this document, the consolidated financial statements or the non-consolidated financial statements, they will be corrected electronically, and revised versions will be posted on our website (<http://beenos.com>).

After the Annual Meeting, we will have a business report of the BEENOS Group. We ask for your attendance in that meeting as well.

Details of Voting Methods

Voting in Person



AGM Date	Friday, 17 December 2021 at 10:30AM (JST)
----------	---

Please submit the enclosed voting form at the reception desk.
We also ask you to bring this document with you to the meeting.

Absentee Voting



Voting by Mail

Voting Deadline	Thursday, 16 December 2021 at 5:30PM (JST)
-----------------	--

Please write in your voting decision on the enclosed voting form and return to us
By the deadline.



Voting Online

Voting Deadline	Thursday, 16 December 2021 at 5:30PM (JST)
-----------------	--

Go to the Voting Website URL and submit your voting decision.
Please see the next page for details.

【Voting Website URL】

<http://www.web54.net>

Caution

- ※ If any shareholder votes by mail and via internet, the vote via internet will be counted regardless of the timing the vote has been received.
- ※ If any shareholder votes via internet by the voting website and the Shareholder Benefit Program, the vote that was placed last will be counted.
- ※ Shareholders will be responsible for all data charges incurred by voting online

Item 1: Amendment to the Articles of Incorporation

1. Reason for Amendment

In recent years, the Law for Partial Revision of the Industrial Competitiveness Enhancement Law has been enacted, which provides that when the Minister of Economy, Trade and Industry and the Minister of Justice have confirmed that making the General shareholders meeting a shareholders meeting without a location may be a general meeting of shareholders without a location in the Articles of Incorporation in order to satisfy the requirements stipulated in the Ministry of Economy, Trade and Industry and the Ministry of Justice ordinance as a matter of helping to strengthen industrial competitiveness while giving consideration to securing the interests of stockholders (the Law for Partial Revision of the Industrial Competitiveness Enhancement Act, etc.). We recognize that the General Meeting of Shareholders is an important point of contact with shareholders. However, in the event that the impact of the outbreak of the pandemics such as COVID-19 or other events is continuing at the time of the General Shareholders meeting of Shareholders, it is assumed that the holding of the General Meeting of Shareholders by setting up a designated location for the General Meeting of Shareholders is not necessarily the best option as a method of holding the General Meeting of Shareholders in the future. Therefore, if we determine that this proposal is inappropriate in light of the interests of our shareholders, we ask them to make necessary changes to the Articles of Incorporation so that we can hold a General Meeting of Shareholders without a location. The Minister of Economy, Trade and Industry and the Minister of Justice have confirmed that they meet the requirements specified by the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice.

2. Modifications

The content of the modifications are as follows. Changes will be effective immediately after the close of the Annual Meeting
(Changes have been underlined)

Current	Proposed Modifications
(Schedule and Convocation of Shareholder Meetings) Article 13 The annual general meeting of shareholders will be convoked annually in December. Extraordinary general meeting of	(Schedule and Convocation of Shareholder Meetings) Article 13 The annual general meeting of shareholders will be convoked annually in December. Extraordinary general meeting of

<p>shareholders will be convocated when necessary.</p> <p>Articles 14 ~ 43 (omitted)</p>	<p>shareholders will be convocated when necessary. <u>The Company can hold shareholder meetings with no designated location.</u></p> <p>Articles 14 ~ 43 (remains as is)</p>
--	--

Item 2: Election of 5 Directors (excluding Audit and Supervisory Committee members)

As of the end of this Annual Meeting, the term of the directors (excluding Audit and Supervisory Committee members) will expire and 5 directors will need to be elected. We have received verification from the Audit and Supervisory Committee members that the candidates are well suited for the position. The candidates are as follows:

Candidate		Name	Current Position
1	Reappoint	Shota Naoi	President and Group CEO, Head of Global Commerce Division and Incubation Division
2	Reappoint	Koji Nakamura	Vice President and Group CFO, Head of Corporate HQ
3	Reappoint	Taku Takeuchi	Executive Managing Officer (Director), Deputy Head of Incubation Division
4	Reappoint	Kenichi Sento	Executive Managing Officer (Director), Head of Value Cycle Division
5	Reappoint External Director Independent Director	Naofumi Nishi	External Director

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
1	Shota Naoi (25 December 1980)	2005 Apr Joined Venture Link, Inc. 2008 Sep Joined BEENOS, inc. 2009 Oct Appointed to Executive Officer of tenso, inc. 2012 May Appointed to CEO of tenso, inc. (Current) 2012 Oct Appointed to TENSU UK LTD Director (Current) 2013 Dec Appointed to Director of BEENOS, inc. 2014 Dec Appointed to President and Group CEO (Current) 2015 Feb Appointed to Director of BEENOS Asia Pte. Ltd. (Current) 2015 Apr Appointed to Director of Shop Airlines, Ltd. (Current) 2015 May Appointed to Director of monosense, Ltd. (Current) 2015 Nov Appointed to Chairman of the Board of TAIWAN TENSU, INC. (Current) 2017 Oct Appointed to CEO of BeeCruise Inc. 2018 Aug Appointed to Director of Metro Engines (Current) 2018 Nov Appointed to Director of tenso Hong Kong Limited (Current) 2019 Mar Appointed to Director of FASBEE Inc. (Current) 2019 Dec Appointed to Director of BEENOS Travel Inc. (Current) 2019 Dec Appointed to Chairman of Defactostandard, Ltd. (Current) 2020 Feb Appointed to Director of BEENOS Entertainment Inc. (Current) 2020 Jun Appointed to Director of BEENOS Marketing Asia Inc. (Current) 2020 Aug Appointed to Director of Beenos E-Commerce(shanghai) Co., Ltd 2020 Oct Appointed to Executive Managing Officer of BEENOS Inc. (Current) 2020 Dec Appointed to Director of BEENOS HR Link Inc. (Current) 2020 Dec Appointed to Director of JOYLAB, Inc. (Current) (Important Concurrent Positions) President and CEO, tenso, inc. President and CEO, BeeCruise Inc.	86,800

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
	<p data-bbox="238 296 511 322">(Reason for Nomination)</p> <p data-bbox="238 337 1309 601">Shota Naoi has developed the Cross Border Business "From Japan" into the core business of the Company as Director of BEENOS, inc. and its subsidiary tenso, inc.. After appointed to President and Group CEO in December 2014, he has concentrated on establishing a new group strategy by setting Global Commerce Business as the core and demonstrated strong leadership to expand the group business. He has organized and led the Group to create a global platform that connects Japan with the world and has a deep understanding of the details for each business in the Group. We believe that he is the most qualified to continue to contribute to the further development of the Group as his decisions in board meetings are on point and in the best interest of the company and he excels in managing and unifying the Group to grow stronger and develop faster. For these reasons we nominate him for reappointment.</p>		

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
2	Koji Nakamura (20 January 1968)	1990 Apr Joined Nomura Securities Co., Ltd.	Joined Nomura Securities Co.
		1996 Dec Joined Hypernet	Joined Hypernet Co., Ltd.
		1999 Sep Joined Capital.com	Joined Capital.com Co., Ltd.
		2001 May Appointed to Founding President of Corporatetune	Established Corporate Tune Representative Director
		2003 Dec Appointed to Auditing Officer of BEENOS, inc.	Appointed auditor
		2006 Oct Appointed to Executive Officer, Head of Finances and GM of Corporate Management	Appointed Executive Officer, Officer and General Manager Administration Division of the
		2007 Dec Appointed to Executive Managing Director and CFO	Appointed Managing Director of the Company
		2008 Sep Appointed to Director of Defactostandard, Ltd. (Current)	Appointed Director of Defacto
		2011 Dec Appointed to Director of tenso, inc.	Director of tenso Corporation (current position)
		2012 Feb Appointed to Vice President and Group CFO of BEENOS (Current)	Appointed Executive Vice President and Group CFO of the Company
		2012 Sep Appointed to Director of monosense, Ltd. (Current)	Director of Monosense Corporation (current position) 138,000
		2013 Jan Appointed to Director of BEENOS Asia Pte. Ltd. (Current)	BEENOS Asia Pte. Ltd. Appointed Director (current position)
		2014 Apr Appointed to Director of Shop Airlines, Ltd. (Current)	Director of Shop Airlines Corporation (current position)
		2015 Apr Appointed to President of BEENOS Partners (Current)	BEENOS Partners Co., Ltd. Appointed Director (current position)
		2015 Nov Appointed to Board Member of TAIWAN TENSO, INC. (Current)	Director of Taiwan Foreign Trade Development Corporation (current position)
		2017 Oct Appointed to Director of BeeCruise Inc. (Current)	Director of BeeCruise Corporation (current position)
		2018 Mar Appointed to President and CEO of JOYLAB, Inc. (Current)	Representative Director of JOYLAB, Inc. (current position)
		2018 Aug Appointed to Director of Metro Engines (Current)	Audit & Supervisory Board Member of Metro Engine Co., Ltd. (current position)
2019 Mar Appointed to Director of FASBEE Inc. (Current)	Director of FASBEE Corporation (current position)		
2020 Oct Appointed to Executive Managing Officer of BEENOS (Current)	Executive Vice President (Representative Director) and Group CFO of BEENOS (to present)		

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
		(Important Concurrent Positions) President and CEO, JOYLAB, Inc. President and CEO, BEENOS Partners	
<p>(Reason for Nomination)</p> <p>Koji Nakamura has fulfilled the role as Vice President and Group CFO which is responsible for the execution of operations, decision making and supervising. He has also put his effort on building relationships with investors and formulating the Group management plan to strengthen the management foundation of the Group in IR and corporate planning field. He has excelled in taking charge of managing the corporate management division and has a deep-rooted knowledge of the entire Group. We believe that he is the most qualified to continue to contribute to the further development of the Group as his decisions in board meetings are on point and in the best interest of the company and he excels in managing and unifying the Group to grow stronger and develop faster. For these reasons we nominate him for reappointment.</p>			

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held		
3	Taku Takeuchi (6 June 1974)	1998 Apr Joined NTT DATA 2000 Apr Joined BEENOS, inc. 2002 Jun Appointed to Executive Officer of Solutions Development 2007 Oct Appointed to CEO of Defactostandard, Ltd. 2009 Dec Appointed to Director of BEENOS, inc. (Current) 2013 Apr Appointed to Chairman of the Board of Defactostandard, Ltd. 2014 Apr Appointed to CEO of Shop Airlines, Ltd. (Current) 2014 Jun Appointed to President and CEO of Shop Airlines America, Inc. (Current) 2014 Aug Appointed to President and CEO of Shop Airlines Europe B.V. (Current) 2015 Apr Appointed to Director of tenso, inc. (Current) 2017 Oct Appointed to Director of BeeCruise Inc. (Current) 2018 Mar Appointed to Director of JOYLAB, inc. (Current) 2019 Nov Appointed to Director of Paynamics Technologies Inc. (Current) 2019 Dec Appointed to President and CEO of BEENOS Travel Inc. (Current) 2019 Dec Appointed to Director of Defactostandard, Ltd. (Current) 2020 Oct Appointed to Executive Managing Officer of BEENOS Inc. (Current) 2020 Dec Appointed to Director of BEENOS HR Link Inc. (Important Concurrent Positions) President and CEO, Shop Airlines, Ltd. President and CEO, Shop Airlines America, Inc. President and CEO, Shop Airlines Europe B.V. President and CEO, BEENOST Travel Inc.	73,500		
		(Reason for Nomination) Taku Takeuchi has succeeded in raising the product buy back service "Brandear" into the No.1 service of the industry and helped the development of the Global Shipping Business "To Japan" with his strong leadership as Director of the Company and as CEO of the subsidiary Shop Airlines			

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
	Japan. We believe that he is the most qualified to continue to contribute to the further development of the Group as his decisions in board meetings are on point and in the best interest of the company and he excels in managing and unifying the Group to grow stronger and develop faster. For these reasons we nominate him for reappointment.		

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
4	Kenichi Sento (4 July 1979)	2002 Apr Joined Fujitsu Support and Service (currently Fujitsu FSAS) 2006 Mar Joined BEENOS 2012 Feb Appointed to President and CEO of monosense, Ltd. (Current) 2014 Dec Appointed to Director of BEENOS (Current) 2016 Dec Appointed to President and CEO of SWATi inc. 2017 Oct Appointed to Director of BeeCruise Inc. (Current) 2019 Dec Appointed to President and CEO of Defactostandard, Ltd. (Current) 2020 Oct Appointed to Managing Executive Officer of BEENOS Inc. (Current) 2020 Dec Appointed to Director of JOYLAB, Inc. (Current) (Important Concurrent Positions) President and CEO, Defactostandard, Ltd.	36,100
(Reason for Nomination) Kenichi Sento has launched the Producing and Licensing Business which develops products by connecting product manufacturers with celebrity productions and with the media, as the President and CEO of monosense, Ltd.. He has also led the Value Cycle Division with strong leadership as a Director. We have nominated Sento as a candidate with the expectation that he will further contribute to the Company. We believe that he is the most qualified to continue to contribute to the further development of the Group as his decisions in board meetings are on point and in the best interest of the company and he excels in managing and unifying the Group to grow stronger and develop faster. For these reasons we nominate him for reappointment.			

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
5	Naofumi Nishi (18 December 1979)	2004 Apr Joined McKinsey & Company 2007 May Joined Bain Capital Private Equity Asia, LLC (Current) 2014 Jul Appointed as Officer in Macromill, Inc. 2017 Sep Appointed as Director (Audit Committee) in Macromill, Inc. (Current) 2018 Mar Appointed as External Director (Audit Committee) in ADK Holdings Inc. (Current) 2019 Aug Appointed as External Director in Works Human Intelligence Co., Ltd. (Current) 2019 Sep Appointed to the Nominating Committee in Macromill, Inc. (Current) 2019 Sep Appointed as External Director in EmberPoint Co., Ltd. 2020 Sep Appointed to the Compensation Committee in Macromill, Inc. (Current) 2020 Nov Appointed to External Director in hey, Inc. (Current) 2020 Dec Appointed to Director of BEENOS Inc. (Current) (Important Concurrent Positions) Director in Macromill, Inc. External Director in ADK Holdings Inc. External Director in hey, Inc.	0
(Reason for Nomination of External Director) Naofumi Nishi has ample experience and expertise from his tenure in a global investment company. Furthermore, he has a track record of fortifying the companies he has been involved with through his roles as director, nominating committee and compensation committee member. We have nominated him as an external director with the hopes that he will give constructive feedback and advice toward management in general from an outsider's perspective. For these reasons we nominate him for reappointment.			

Note:

1. None of the candidates have a vested interest in BEENOS
2. We will appoint External Director Nominee, Naofumi Nishi, as an independent director and will submit this nomination to the Tokyo Stock Exchange.
3. We have entered an agreement with Naofumi Nishi to limit our liability for damages under Paragraph 1

of Article 423 of the Companies Act in accordance with the provisions of Paragraph 1 of Article 427 of the same Act. The ceiling liability for damages under such agreements is the minimum liability limit set by law, and if his reappointment is approved, we plan to continue such agreements with him.

4. Naofumi Nishi is currently an External Director of the Company, and his tenure will be 1 year as of the conclusion of the Annual Meeting.

5. We intend to conclude a director liability insurance (D&O insurance) contract with the insurance company as set forth in Paragraph 1 of Article 430-3 of the Companies Act with all directors as insured persons in order to enable each director candidate to fully exercise his/her expected role in performing his/her duties and to attract useful human resources. In the event this proposal is approved as proposed and appointed as a director, each director candidate shall become an insured person under such insurance contract. The insurance contract stipulates that the director, etc. who is the insured shall assume responsibility for the execution of his/her duties or shall compensate for any damage that may arise from receiving a request pertaining to the pursuit of said liability. Provided, however, that the Company may not compensate for any damage caused by any act that is committed with the knowledge that such act is a violation of laws and regulations, or otherwise cause a certain exclusion of liability.

Item 3: Election of 3 Directors in the Audit and Supervisory Committee

As of the end of this Annual Meeting, the term of the directors in the Audit and Supervisory Committee will expire and 3 directors will need to be elected. We have received verification from the Audit and Supervisory Committee of the candidates. The candidates are as follows:

Candidate		Name	Current Position
1	Reappoint	Yasukazu Joho	Directors in the Audit and Supervisory Committee
2	Reappoint	Kibo Kondo	Directors in the Audit and Supervisory Committee
3	Reappoint	Yoshindo Takahashi	Directors in the Audit and Supervisory Committee

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
1	Yasukazu Joho (18 December 1956)	1979 Apr Joined Daiei, Inc. 2005 May Appointed Head Manager of Finance Dept. and PR/IR Dept. 2006 Dec Appointed to Auditor of BEENOS, Inc. 2007 Apr Appointed to Auditor of Shop Airlines, Ltd. (Current) 2007 Jul Appointed to Auditor of Defactostandard, Ltd. (Current) 2008 Jul Appointed to Auditor of tenso, inc. (Current) 2012 Feb Appointed to Auditor of monosense, Ltd. (Current) 2015 May Appointed to Auditor of BEENOS Partners (Current) 2015 Dec Appointed to Director (Audit & Supervisory Committee Member) of BEENOS (Current) 2017 Oct Appointed to Auditor of BeeCruise Inc. (Current) 2018 Mar Appointed to Auditor of JOYLAB Inc. (Current) 2019 Dec Appointed to Auditor of BEENOS Travel Inc. (Current) 2020 Feb Appointed to Auditor of BEENOS Entertainment Inc. (Current) 2020 Jun Appointed to Auditor of BEENOS Marketing Asia Inc. (Current) 2020 Aug Appointed to Beenos E- Commerce(shanghai) Co., Ltd (Current)	4,000
<p>(Reason for Nomination)</p> <p>Yasukazu Joho has ample experience as he served as the head manager for both the Finance Dept. and the PR/IR Dept. at private enterprises, Inc. He has used his expertise from his tenure to act as an auditor for the past 9 years with BEENOS since December 2006. Since his appointment as full-time auditor in 2015 he has contributed to the improvement of the transparency and integrity of the management and the fortification of the corporate governance code. We have nominated Joho as a candidate with the confidence that he is the most appropriate to faithfully oversee the management of the Company.</p>			

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
2	Kibo Kondo (12 October 1974)	1995 Aug Joined TAK Co., LTD. 1996 Sep Opened Kondo Junior Accountant Office (Currently Kondo CPA Office) 1999 Mar Appointed to Director of Kudo Constructions 1999 Mar Registered as CPA 1999 Aug Joined BUSINESSTRUST Co.,LTD. 2000 Dec Appointed as CEO of Zeon Consulting Co., Ltd. 2000 Dec Appointed to Auditor of BEENOS, Inc. 2015 Dec Appointed to Director (Audit & Supervisory Committee Member) of BEENOS (Current) 2019 Jun Appointed to Auditor of Sophia Holdings Co., Ltd. (Current) (Important Concurrent Positions) CEO, Zeon Consulting Co., Ltd. Auditor, Sophia Holdings Co., Ltd.	10,300
(Reason for Nomination) Kibo Kondo has utilized his deep-rooted knowledge and experience as a CPA to contribute to the improvement of the transparency and integrity of the management and the fortification of the corporate governance code for the past 15 years as an auditor and 6 years as member of the audit & supervisory committee. We have nominated Kondo as a candidate with the confidence that he is the most appropriate to faithfully oversee the management of the Company.			

Candidate	Name (Birthdate)	CV, Positions and Responsibilities at BEENOS (Status of Concurrent Offices)	Number of shares held
3	Yoshindo Takahashi (9 March 1940)	1962 Apr Joined Nomura Securities Co., Ltd. 1985 Dec Appointed to Director of Nomura Research Institute, Ltd. 1989 Jun Appointed to Executive Managing Director 1991 Jun Appointed to Chief Director 1994 Jun Appointed to Vice President 1996 Jun Appointed to Adviser Appointed to President of Nomura School of Advanced Management 2000 Jul Appointed to Adviser of Executive Partners Inc. (Current) 2000 Jul Appointed to Director of the Office of Pharmaceutical Industry Research of the Japan Pharmaceutical Manufacturers Association 2000 Oct Appointed to Auditor of BEENOS, Inc. 2007 Aug Appointed to Auditor of Ceres inc. (Current) 2015 Dec Appointed to Director (Audit & Supervisory Committee Member) of BEENOS (Current) 2018 Oct Appointed to Auditor of Tokyo Tsushin, Inc. (Current) (Important Concurrent Positions) Adviser, Executive Partners Inc. Auditor, Ceres inc. Auditor, Tokyo Tsushin, Inc.	6,100
(Reason for Nomination) Yoshindo Takahashi has used his experience in upper management throughout his long-tenured career to contribute to the improvement of the transparency and integrity of the management and the fortification of the corporate governance code for the past 15 years as an auditor and 6 years as member of the audit & supervisory committee. We have nominated Takahashi as a candidate with the confidence that he is the most appropriate to faithfully oversee the management of the Company.			

- Note: 1. Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi do not have a vested interest in BEENOS.
 2. Director candidates Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi are for external directors. BEENOS has registered external directors Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi to the Tokyo Stock Exchange as independent officers.
 3. BEENOS has made a contract agreement with Yasukazu Joho, Kibo Kondo and Yoshindo

Takahashi in regards to the limit of liability for damages as stated in Article 427 Section 1 of the Companies Act. The amount limit for the liability of damages is set at the minimum responsibility amount as legally established.

4. Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi are external directors of BEENOS, and will finish their 6 year tenure as of the end of this Annual Meeting. All candidates have previously been directors/auditors of companies other than BEENOS.
5. We intend to conclude a director liability insurance (D&O insurance) contract with the insurance company as set forth in Paragraph 1 of Article 430-3 of the Companies Act with all directors as insured persons in order to enable each director candidate to fully exercise his/her expected role in performing his/her duties and to attract useful human resources. In the event this proposal is approved as proposed and appointed as a director, each director candidate shall become an insured person under such insurance contract. The insurance contract stipulates that the director, etc. who is the insured shall assume responsibility for the execution of his/her duties or shall compensate for any damage that may arise from receiving a request pertaining to the pursuit of said liability. Provided, however, that the Company may not compensate for any damage caused by any act that is committed with the knowledge that such act is a violation of laws and regulations, or otherwise cause a certain exclusion of liability.

-END-

References for Item 2 and Item 3

Appointment Criteria for Directors

We have selected candidates that have fit the following criteria. All nominees have been approved in the Board of Directors Meeting.

1. The candidate must manage the company as a fiduciary of the shareholders. They must possess the qualities to fulfill their responsibilities in good loyalty and good care of the company with the intent to develop the company and increase its worth in the long term.
2. Directors involved in the execution of operations must have sufficient knowledge of the Group and its current status and will use his expertise to his fullest for the benefit of the Group.
3. External Directors must have ample knowledge in fields such as corporate management, financial, accounting, legal, etc. and must have enough experience to rightfully monitor and advise management decisions. They must also have sufficient knowledge and understanding on the responsibility of a director and how Board of Directors Meetings are executed.
4. External Directors must also meet the Independence Criteria in addition to the aforementioned criteria.
5. Legally meets the eligibility requirements to be a director.

Independence Criteria for External Directors

We have determined the following as the independence criteria for external directors. We will determine that the external director is independent from the Company and will not have any conflict of interest with the common shareholder as long as it does not meet any of the criteria below.

1. Relation with the Company or its Subsidiaries
 - i. Involved in the execution of operations of the Company or any of its subsidiaries (the Group) (The qualifications for execution of operations as outlined in the Ordinance for Enforcement of the Companies Act Article 2, paragraph 3, item 6, including directors involved in the execution of operations and employees. Auditors are excluded.)
 - ii. Involved in the execution of operations of the Group within 10 years of being appointed (Excluding directors not involved in execution of operations and auditors that have held the position within the past 10 years. In such cases, they must not have been involved in the execution of operations within 10 years of their initial appointment)
 - iii. Accounting advisor of the Group
 - iv. Director not involved in operations or accounting advisor of a subsidiary
2. Relation with Counterparties
 - i. Any main counterparty to the Group (Any counterparty group that offers products or services to the

- Group with the transaction value exceeding 2% of the annual consolidated net sales of the counterparty group) or involved with the execution of operations for a counterparty
 - ii. Any counterparty the Group is a main counterparty of (Any counterparty that the Group offers products or services to with the transaction value exceeding 2% of the annual consolidated net sales of the Group) or involved with the execution of operations for a counterparty
- 3. Economic Conflict of Interest/Provider of Specialized Services
 - i. Any company that accepts directors or auditors (full-time and part-time) from the Group or a worker of its parent company or subsidiary
 - ii. Any consultant, accounting specialist or legal specialist (or anybody affiliated with such companies or organizations) that have received a large sum of money or assets from the Group (profits in cash or other assets exceeding 10 Million JPY on average over the past 3 years)
 - iii. Any person associated with an auditing firm that deals with the legal auditing of the Group
- 4. Relation with Shareholders
 - i. Any main shareholder (any shareholder that directly and indirectly owns at least 10% of voting rights) or any director not involved in operations or auditor if the main shareholder is the parent company of the Group
 - ii. Any worker of fellow subsidiaries
- 5. Corresponding Time Frame
 - i. Any person listed in items 2 – 4 within the past 5 years
- 6. Blood Relative
 - i. The blood relative of anybody (in an important position) listed in items 1 – 5 (including spouse and relatives within the second degree)

Expertise and Experience of Directors (current and nominees)

We have appointed director candidates based on a comprehensive consideration of their knowledge, skills and experience. The number of candidates is based on the ability to have all areas covered within the board and being able to maintain a swift decision process.

(1) Definition of each skill

Management: Experience in corporate management

Finance: Expertise in finances

Legal: Expertise in law and risk management

Digital: Experience in IT-related technical strategies and development

Sales/Marketing: Experience in the release of IT services and marketing

Global Business: Experience in creating an operating international services and businesses

(2) Skill Matrix

Name (Position)	Management	Finance	Legal	Digital	Sales/ Marketing	Global Business
Shota Naoi (President and Group CEO)	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Koji Nakamura (President and Group CFO)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			
Taku Takeuchi (Director)	<input type="radio"/>			<input type="radio"/>		<input type="radio"/>
Kenichi Sento (Director)	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	
Naofumi Nishi (External Director)	<input type="radio"/>	<input type="radio"/>				<input type="radio"/>
Yasukazu Joho (Full-time Audit & Supervisory Committee Member)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			
Yoshindo Takahashi (Audit & Supervisory Committee Member)	<input type="radio"/>	<input type="radio"/>				<input type="radio"/>

Kibo Kondo
(Audit & Supervisory Committee
Member)



1. Status of the Corporate Group

(1) Business Performance Report

The BEENOS Group aims to be on the "Global Platform Frontier" and continue to create platforms that will connect Japan with the world to create new standards and possibilities for people, products and experiences.

Our objective this year is to "establish a position that competitors cannot catch up to" in the Global Commerce Business, "shift to higher ticket items and fortify foreign sales" in the Value Cycle Business and "create a new SaaS-type system specific to the entertainment industry" in the Entertainment Business. We will continue to monitor the effects of COVID-19 and will make all necessary countermeasures.

In the third quarter, the Global Commerce Business continued to decrease shipping rates to various countries including the USA and Russia to increase its share of the market by leveraging its position. The Value Cycle Business has conducted multiple measures, including the opening of additional brick and mortar stores, and has opened a store on China's largest Cross Border EC Mall "Tmall Global" to increase its overseas transactions. The Entertainment Business focused on the sales of official merchandise of performing artists and aimed to create a scheme that would not depend heavily on in-person events. As a result, the E-Commerce Business showed strong growth in sales and operating income. We have also recorded sales from some of the operational investment securities that we and our subsidiaries own. The new businesses have continued its efforts to support Japanese companies and content holders with their global penetration and advancement by joining partnerships with places such as Alibaba Group's CtoC marketplace "Taobao," flea market app "Xianyu," Southeast Asia's largest EC platform, "Lazada" and South Korea commerce company "Coupang." As we continue to connect Japan with the world's largest EC markets, we aim to create new markets that crosses borders.

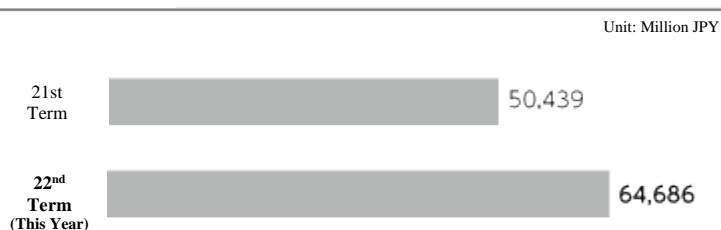
As a result, the annual consolidated net sales were 25,008 Million JPY (down 3.3% year on year), operating income was 1,685 Million JPY (down 50.1% year on year), ordinary income was 1,645 Million JPY (down 49.9% year on year), and net income attributable to owners of parent was 690 Million JPY (down 63.5% year on year). The reason for the decrease across the board is due to sales of operational investments securities decreasing to approximately 0.4 Billion JPY (approximately 3.5 Billion JPY in FY2020).

The consolidated GMV for FY2021 was 64.6 Billion JPY (up 28.2% year on year).

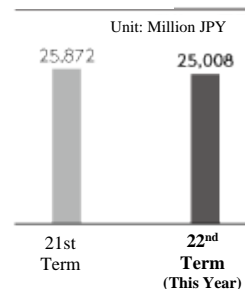
The book value for our operational investment securities at the end of FY2021 was 4.1 Billion JPY. The market value has fallen to 20.4 Billion JPY (book value as of FY2020 was 3.9 Billion JPY and market value was 19.5 Billion JPY).¹

¹ The market value for listed companies is calculated at its stock price. Unlisted companies are calculated based on our

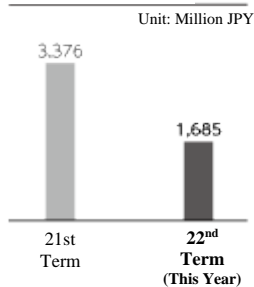
GMV



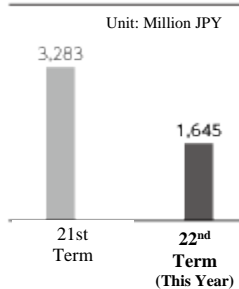
Net Sales



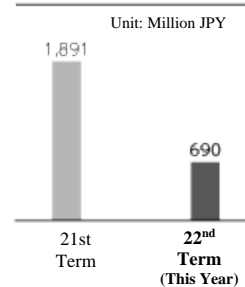
Operating Income



Ordinary Income



Net Profit Attributable to Owners of Parent Company



number of shares with the price of the most recent stock issuance (if a company has recorded allowance for loss on investments, it is priced at book value). This amount has been calculated internally and has not gone through the auditing process.

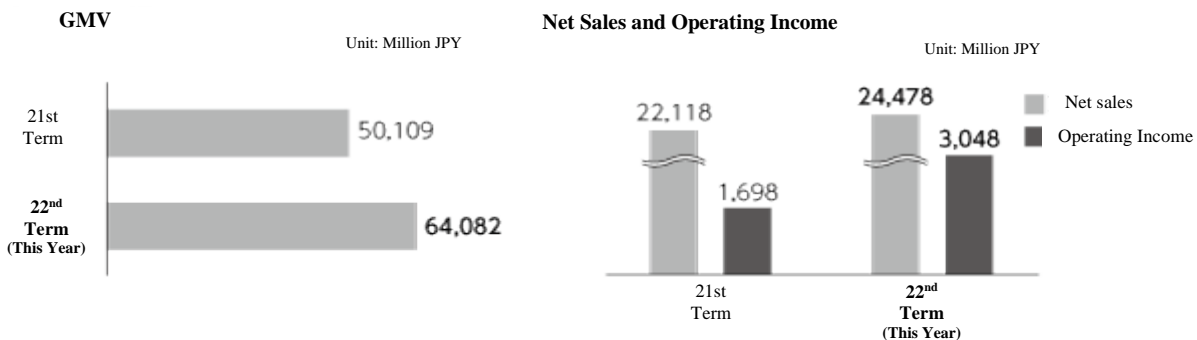
The achievements of each business segment are as follows.

i E-Commerce Business

Net Sales 24,478 Million JPY / Operating Income 3,048 Million JPY

For the E-Commerce Business as a whole, net sales were 24,478 Million JPY (up 10.7% year on year) and operating income was 3,048 Million JPY (up 79.5% year on year).

E-Commerce Business

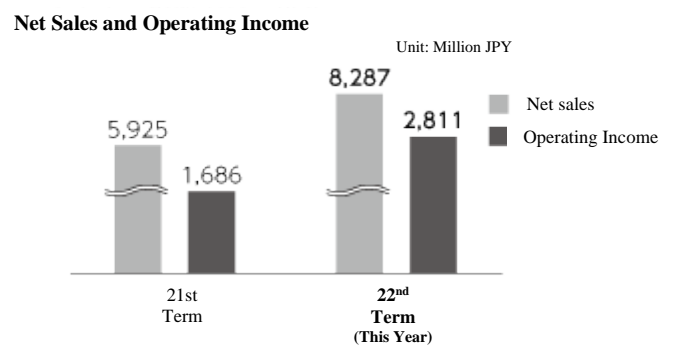
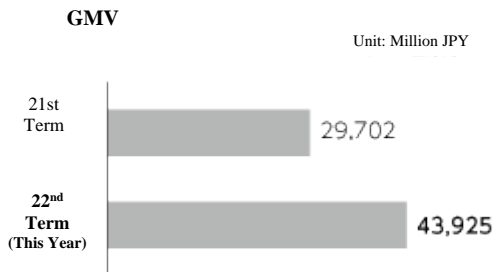


Global Commerce Business

As COVID-19 has delayed or suspended international distribution, The Overseas Forwarding and Proxy Purchasing Business (From Japan) has made a concerted effort to provide alternative shipping methods to foreign countries which has led to an increased pace in sales. The United States has particularly seen an increase in orders as we are able to implement an original shipping service that provides shipping charges at less than half the normal cost which gives us leverage over competitors. We also partnered with the global marketplace, eBay, to allow items sold on "eBay US" to be purchased and sent to users throughout Asia. On the other hand, we have experienced a decrease in Take Rate (the rate of how much GMV converts to net sales) due to an increase in overseas shipping costs that we bore instead of transferring it to the users. This is a temporary issue and we are remedying it through efforts such as readjusting shipping costs. We have also created an original shipping method for the Russian market which is seeing a rapid growth in the EC market and has high potential. Shipping to Russia had been limited to shipping by sea which took months for a package to arrive. We have successfully decreased shipping time to approximately 10 days while lowering costs as much as possible to make the service more convenient for users in Russia. We have also made it easier for Japanese EC services to make their products available on Buyee through "Buyee Connect" which can be simply done by installing a few tags on the EC service's website. Popular websites such as LOCONDO.jp and URBAN RESEARCH ONLINE STORE have already used this service. Buyee Connect allows users to purchase through major foreign payment services such as PayPal and Alipay as well as receiving customer support in various languages including English and Chinese.

The Global Shopping Business (To Japan) has continued to automate its operations and conducted marketing strategies aimed at individual users to increase its number of active users. Though COVID-19 has hit the United States hard, where our distribution center is located, operations were delayed temporarily by the pandemic, but has returned to normal.

As a result, net sales were 8,287 Million JPY (up 39.9% year on year) and operating income was 2,811 Million JPY (up 66.8% year on year).

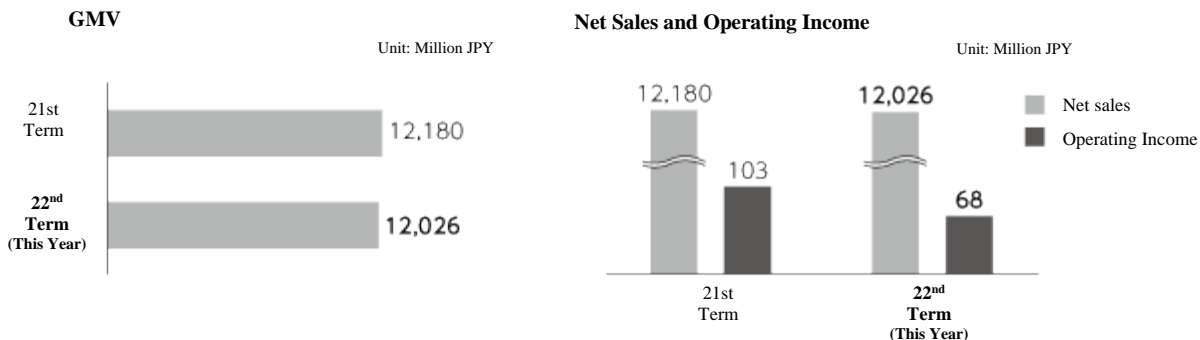


Value Cycle Business

We have newly opened 5 Brandear brick and mortar stores which increases our total to 8 stores, including co-operated stores with JOYLAB, to continue the purchasing of luxury items. These efforts have increased the average unit price of purchased items on the purchasing side for the Apparel Reuse Business. Furthermore, our online appraising service, "Brandear Bell", has started appraising watches and accessories and our delivery purchasing service has now implemented an insurance service on its deliveries up to 5 Million JPY. These non-face to face measures have improved our purchasing services and played a role in the increase of purchases. The selling side has been negatively impacted by COVID-19 and the state of emergency in major Japanese cities as it decreased the demand for high brand apparel items. However, we have partnered with the Taiwan and Southeast Asia E-Commerce juggernaut, "Shopee," as well as China's largest Cross Border EC Mall "Tmall Global" to sell merchandise abroad. This has led to an increase in foreign sales which now comprises of 18.7% of all sales in 4Q (foreign composition was 14.9% on 3Q FY2021).

The Liquor Mediation Business has increased its marketing to purchase items from restaurants and bars that have been affected by the state of emergency that was declared due to COVID-19 as well as using the Japanese communication app, LINE, to place an order for home pick-ups for purchasing alcohol to acquire new customers. As a result, purchases increased. On the selling side, sales were doing well due to consumers purchasing liquor to drink at home as well as an increase in demand for Japanese whiskey that is no longer in circulation. We have also increased user-friendliness by starting a service called "Vintage Search" where we search for rare liquor items on behalf of the users and sell it to them. The purchase of luxury items at JOYLAB stores has increased which is accomplishing our measures to increase the synergy within the BEENOS Group.

As a result, net sales were 12,026 Million JPY (down 1.3% year on year) and operating income was 68 Million JPY (down 34.1% year on year).



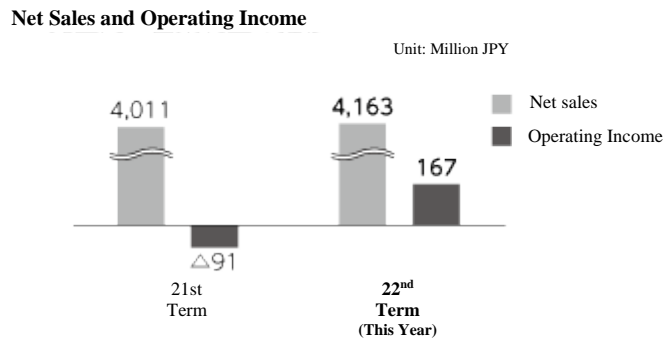
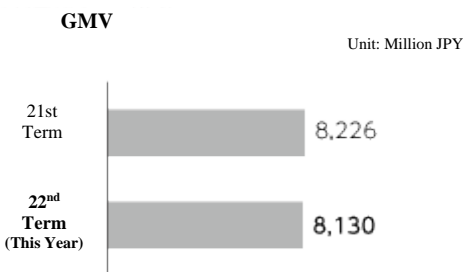
Entertainment Business

The Entertainment Business continues to see a downward trend of large-scale events due to the COVID-19 pandemic which has led to a decrease in sales at concert venues. However, we have seen a steady increase in sales as we have focused on selling merchandise via E-commerce at online events and the operation of fan sites for popular artists. We have also optimized operation to cut on fixed costs which has increased operating margins.

The Global Product Business has seen healthy sales in its original cosmetic brands, such as "366 (San Roku Roku)."

As a result, the net sales were 4,163 Million JPY (up 3.8% year on year) and operating income was 167 Million JPY (compared with operating loss of 91 Million JPY in FY2020).

Entertainment Business



ii Incubation Business

Net Sales 762 Million JPY / Operating Income \triangle 494 Million JPY

The Investment and Consultation Business has focused on investing in startups in online marketplaces and online payments in emerging countries and Japanese inbound tourism in Japan. We have teamed up with one of our domestic investments, Vpon JAPAN Inc., to create a digital solution on the cross-border front. This partnership with BEENOS Travel Inc. will operate the "Japan inbound media promotion verification" service that will gauge how inbound-related advertisements and articles have converted to users actually visiting the target region. We currently find ourselves in the stage where we can synergize with the companies we have invested in. Inbound related startups are still in a rough position with the COVID-19 pandemic, but we remain focused on projects that we can release once the pandemic settles down. Many of our investments have seen their numbers recover back to, or even beyond, what it was when the pandemic started due to a global shift to the digital sector. We recorded 480 Million JPY in sales on operational investment securities that we and our subsidiaries own. We will continue to monitor these companies and make any sales at the opportune moment.

The Start-up Business has a start-up that has partnered with one of Southeast Asia's largest EC platforms, "Lazada," and has continued in 2Q to partner Mercari with Alibaba Group's CtoC marketplace "Taobao" and flea market app "Xianyu." This allows users on "Taobao" and "Xianyu" to make purchases on Japan's "Mercari." As we cover the translation of product information, offer multi-lingual customer support and take care of logistics to ship overseas, Japanese companies are able to list onto the previously mentioned platforms without doing any special operation on their side. BEENOS Entertainment Inc., a subsidiary that works on the assistance of the digital transformation of the entertainment industry, has launched an EC platform "Groobee" that allows artists, etc. in the entertainment industry to create an EC website in as little as 5 business days. In the travel industry, Metro Engines has teamed up with BEENOS Travel Inc. to operate "Monthly Hotel", a hotel booking site tailored to long term bookings.

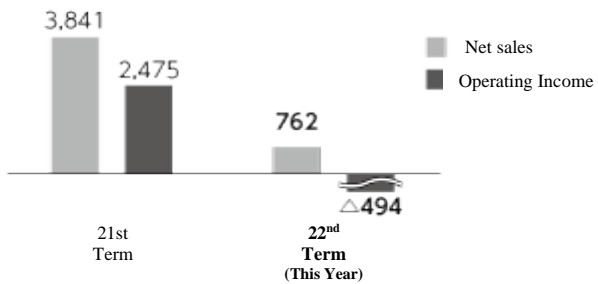
The Start-up Business has a start-up that has partnered with one of Southeast Asia's largest EC platforms, "Lazada," as well as South Korean commerce company "Coupang." It has continued to partner Mercari with Alibaba Group's CtoC marketplace "Taobao" and flea market app "Xianyu." This allows users on "Taobao" and "Xianyu" to make purchases on Japan's "Mercari." As we cover the translation of product information, offer multi-lingual customer support and take care of logistics to ship overseas, Japanese companies are able to list onto the previously mentioned platforms without

doing any special operation on their side. Furthermore, we have released an app called BEEYOND for Shopify sellers in the US to assist their shipping logistics for foreign orders. BEENOS Entertainment Inc., a subsidiary that works on the assistance of the digital transformation of the entertainment industry, has launched an EC platform "Groobee" that allows artists, etc. in the entertainment industry to create an EC website in as little as 5 business days and we supported a popular YouTuber with their official EC Site. In the travel industry, Metro Engines has teamed up with BEENOS Travel Inc. to operate "Monthly Hotel", a hotel booking site tailored to long term bookings. As a result, net sales were 762 Million JPY (down 80.2% year on year) and operating losses were 494 Million JPY (opposed to an operating income of 2,475 Million JPY in FY2020).

Incubation Business

Net Sales and Operating Income

Unit: Million JPY



The following is the breakdown of the net sales by business segment.

Segment	(Previous Fiscal Year) 21 st Term (September 2020)	(Current Fiscal Year) 22 nd Term (September 2021)	Year on Year	
	Amount (Unit: 1,000 JPY)	Amount (Unit: 1,000 JPY)	Amount (Unit: 1,000 JPY)	% Change
E-Commerce Business	22,118,046	24,478,003	2,359,956	10.7%
Global Commerce	5,925,868	8,287,455	2,361,587	39.9%
Value Cycle	12,180,791	12,026,784	△154,007	△1.3%
Entertainment	4,011,386	4,163,762	152,376	3.8%
Incubation Business	3,841,595	762,039	△3,079,556	△80.2%
Corporate/Adjustments	△86,850	△231,552	△144,701	—
Total	25,872,790	25,008,489	△864,301	△3.3%

(2) Status of equipment investment

The corporate Group spent 304 Million JPY this consolidated fiscal year in equipment investments for the system development in the Incubation Business.

(3) Status funding

Not applicable

(4) Status of business transfer, absorption-type split and incorporation-type split

Not applicable

(5) Status of handed business from other companies

Not applicable

(6) Status of succession of rights and obligations related to the business of other companies by absorption-type merger or absorption-type split

Not applicable

(7) Status of the acquisition or disposal of shares and other equity or stock acquisition rights of other companies

Not applicable

(8) Company Management Policy and Potential Risks

The BEENOS Group aims to be on the "Global Platform Frontier" by creating in IT and internet-based markets and businesses.

We aim to distribute great Japanese products and contents across the globe through our various marketplace networks and in turn bring wonderful products and services around the world to Japan to build a stronger global commerce platform and increase corporate value.

We will proceed to create a global platform through the following strategies. The following strategies have been created by the Group at the time of writing this report.

We have changed the names of our business segments to more accurately portray the activities that are conducted within the segment. The businesses within each segment have not changed.

① Strategy for Global Commerce

The Global Commerce Business will be at the epicenter of the global platform framework. We will first use the positioning that we currently have in the market to offer competitive rates and services to increase the GMV of the proxy purchasing business, Buyee. On a mid-term scale, we want to make products from Japan available within the daily range of activity for foreigners. We foresee this to happen on the online shopping platforms that foreigners regularly use without having to access Buyee. We will continue to partner with the largest online shopping platforms each country and region have to offer. We also want to create a literal global commerce infrastructure where people will be able to purchase from one country to another without having to go through Japan by using the expertise we have accrued over the years.

② Strategy for Value Cycle

There is a lot of potential in the secondhand market both domestically and internationally. We will focus on creating a distribution system for "Luxury Items" and "Alcohol." We will purchase well-preserved items in Japan through brick-and-mortar stores and list them to be sold to the large overseas market. We recognize that the supply-demand chain varies by country and that there are a lot of items that would sell at a higher price abroad, so we see this as a very lucrative opportunity. Our midterm goal is to increase our composition so that over half of our merchandise are sold overseas.

③ Strategy for Entertainment

We understand the particular demands that exist in the entertainment industry and have created the EC creation service, Groobee, specifically for the entertainment agency to help the DX of the entertainment industry. This allows production agencies, artists, content holders can easily open a

shop and sell merchandise and services. As Japanese contents such as manga and anime continue to rise in popularity on a global scale, we hope to extend this framework internationally and will then connect it to the global platform framework.

④ Strategy for Incubation

The startups we have invested in both domestically and internationally have reached their harvesting phase and many of these companies have become strong players throughout Asia. We will continue to work with them to create a global platform and proceed to maximize profits upon exiting from some investments. We will also use our resources to create new businesses that will become a future pillar of the BEENOS Group.

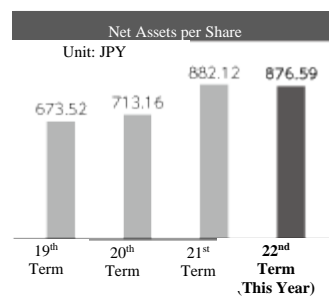
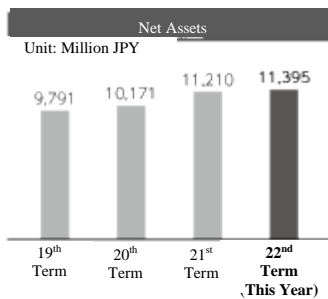
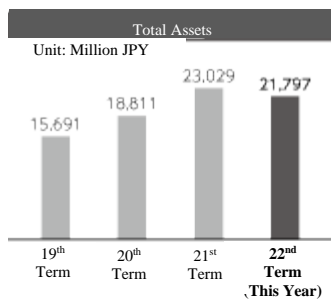
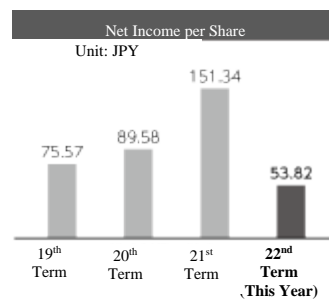
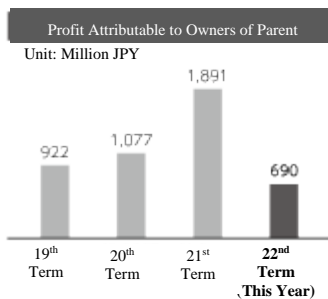
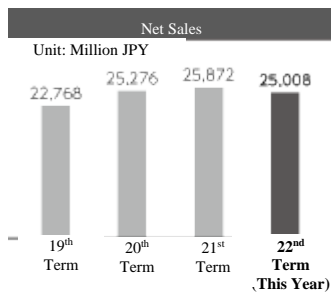
(9) Financial position and profits and losses

① Financial position and profits and losses of the corporate group

Classification	19 th Term (September 2018)	20 th Term (September 2019)	21 st Term (September 2020)	(Current Fiscal Year) 22 nd Term (September 2021)
Net Sales (1,000 JPY)	22,768,203	25,276,757	25,872,790	25,008,489
Net Income (△Net Losses) (1,000 JPY)	922,927	1,077,042	1,891,627	690,793
Net Income per Share (△Net Losses per Share) (JPY)	75.57	89.58	151.34	53.82
Total Assets (1,000 JPY)	15,691,162	18,811,286	23,029,688	21,797,205
Net Assets (1,000 JPY)	9,791,048	10,171,470	11,210,251	11,395,839
Net Assets per Share (JPY)	673.52	713.16	882.12	876.59

Note: 1. Net Income per Share (△Net Losses per Share) is calculated upon the annual average outstanding total shares

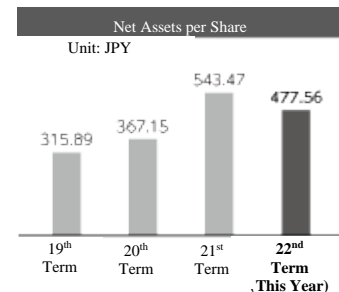
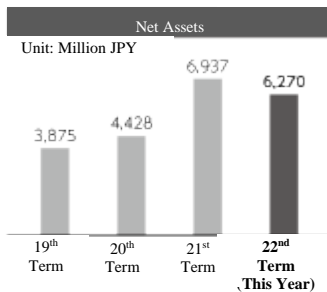
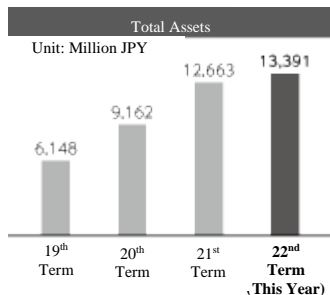
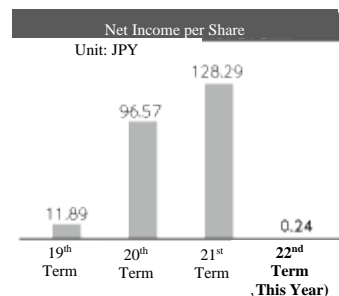
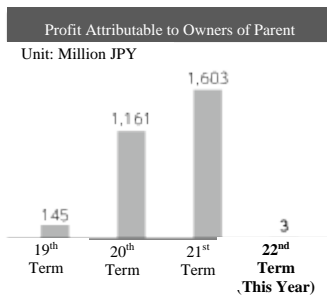
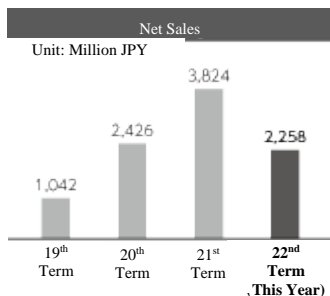
2. The application of "Partial Changes in 'the Accounting Standards for Tax Effect Accounting'" (Corporate Accounting Standard No. 28, 16 February 2018) has been applied as of the beginning of FY2019. The same standards have been applied to Total Assets for FY2016 to FY2018.



② Financial position and profits and losses of the company

Classification	19 th Term (September 2018)	20 th Term (September 2019)	21 st Term (September 2020)	(Current Fiscal Year) 22 nd Term (September 2021)
Operating Income (1,000 JPY)	1,042,038	2,426,615	3,824,564	2,258,062
Net Income (1,000 JPY)	145,210	1,161,070	1,603,586	3,034
Net Income per Share (JPY)	11.89	96.57	128.29	0.24
Total Assets (1,000 JPY)	6,148,702	9,162,594	12,663,120	13,391,180
Net Assets (1,000 JPY)	3,875,403	4,428,173	6,937,078	6,270,128
Net Assets per Share (JPY)	315.89	367.15	543.47	477.56

Note: 1. Net Income per Share (Δ Net Losses per Share) is calculated upon the annual average outstanding total shares 2. The application of "Partial Changes in 'the Accounting Standards for Tax Effect Accounting'" (Corporate Accounting Standard No. 28, 16 February 2018) has been applied as of the beginning of FY2019. The same standards have been applied to Total Assets for FY2016 to FY2018.



(10) Main business segment of the corporate Group(as of 30 September 2021)

Segment		Business Description
E-Commerce	Global Commerce	Overseas Forwarding and Proxy Purchasing Business "tenso.com" and "Buyee" Global Shopping Business "sekaimon"
	Value Cycle	Apparel Reuse Business "Brandear" Liquor Mediation Business "JOYLAB"
	Entertainment	Entertainment Business Global Product Business
Incubation		Investment and Consultation Business Pre-Monetized Start-up Business

(11) Status of Main Subsidiaries

Company Name	Capital Funds or Investment Amount (Unit Currency)	Voter Holding Ratio	Business Description
Tenso inc	100,000 (1,000 JPY)	100.0 %	Overseas Forwarding and Proxy Purchasing Business
TENSO UK LTD	8,000 (1 GBP)	100.0 % (100.0)%	Proxy Purchasing Business
TAIWAN TENSO. INC	5,580 (1,000 TWD)	100.0 % (100.0)%	Proxy Purchasing Business
Tenso Hong Kong Limited	100 (1,000 HKD)	100.0 % (100.0)%	Proxy Purchasing Business
Shop Airlines, Ltd.	100,000 (1,000 JPY)	100.0 %	Global Shopping Business
Shop Airlines America, Inc.	2,200 (1,000 USD)	100.0 % (100.0)%	Global Shopping Business
Shop Airlines Europe B.V.	1,250 (1,000 EUR)	100.0 % (100.0)%	Global Shopping Business
Defactostandard, Ltd.	100,000 (1,000 JPY)	100.0 %	Internet Shopping and Buy-Back Business
JOYLAB, inc	10,000 (1,000 JPY)	100.0 %	Liquor Mediation Business
Monosense, Ltd.	30,000 (1,000 JPY)	100.0 %	Entertainment Business Global Product Business
BEENOS Partners	10,000 (1,000 JPY)	100.0 %	Investment and Consultation Business
BEENOS Asia P t e. L t d.	10,800 (1,000 USD)	100.0 %	Investment and Consultation Business
BeeCruise Inc.	50,000 (1,000 JPY)	100.0 %	Development of new Business
FASBEE inc.	100,000 (1,000 JPY)	100.0 %	Cross Border EC services specializing in fashion
BEENOS Travel Inc.	100,000 (1,000 JPY)	100.0 %	Japan Inbound Travel Business
BEENOS Entertainment Inc.	50,000 (1,000 JPY)	100.0 %	Entertainment Industry DX Support Business
BEENOS Marketing Asia Inc.	5,500 (1,000 TWD)	100.0 %	Marketing Business
Beenos E - Commerce (shanghai) Co., Ltd.	969 (1,000 CNY)	100.0 % (100.0)%	Chinese Cross Border E-Commerce service operation Business

B E E N O S HR Link Inc.	100,000 (1,000 JPY)	100.0 %	SaaS type Cross Border HR Platform
--------------------------	------------------------	---------	---------------------------------------

Note: The ratio inside the parentheses signifies the indirect holding ratio

(12) Main offices (as of 30 September 2021)

① BEENOS office

Name	Location
BEENOS Inc.	Shinagawa, Tokyo

② Subsidiary Offices

Name	Location
Tenso, inc.	Shinagawa, Tokyo
TENSO UK LTD	London, England
TAIWAN TENSO, INC.	Taipei, Taiwan
Tenso Hong Kong Limited	Hong Kong
Shop Airlines, Ltd.	Shinagawa, Tokyo
Shop Airlines America, Inc	Redondo Beach, California, USA
Shop Airlines Europe B.V.	Amsterdam, the Netherlands
Defactostandard, Ltd	Ota, Tokyo
JOYLAB inc	Chuo, Osaka
Monosense, Ltd	Shinagawa, Tokyo
BEENOS Partners	Shinagawa, Tokyo
BEENOS Asia Pte Ltd.	Republic of Singapore
BeeCruise Inc. Shinagawa, Tokyo	BeeCruise Inc. Shinagawa, Tokyo
FASBEE inc.	Shinagawa, Tokyo
BEENOS Travel Inc.	Shinagawa, Tokyo
BEENOS Entertainment Inc.	Shinagawa, Tokyo
BEENOS Marketing Asia Inc.	Taipei, Taiwan
Beenos E-Commerce (shanghai) Co., Ltd.	Huangpu Ward, Shanghai, China

BEENOS HR Link Inc.	Shinagawa, Tokyo
---------------------	------------------

(13) Status of Employees (as of September 2021)

① Status of employees for the corporate group

Segment		Employees	Fluctuation from previous fiscal year
E-Commerce	Global Commerce	150(76)	23(5)
	Value Cycle	125(324)	11(△9)
	Entertainment	24(8)	△14(1)
Incubation		67(21)	14(8)
Corporate		41(7)	3(2)
Total		407(436)	37(7)

Note:1. Employees include working employees. Temporary employees are listed in parentheses and are calculated on an 8 hour/day average.

2. Employees listed under Corporate are administrative staff working in departments and on tasks that encompass the entire group

② Status of employees of the company

Gender	Employees	Fluctuation from previous fiscal year	Average Age	Average length of service
Male	38(7)	17(7)	35.1	3.2 Years
Female	21(4)	4(△1)	34.4	3.4 Years
Total/Average	59(11)	21(6)	34.8	3.3 Years

Note: Employees include working employees. Temporary employees are listed in parentheses.

(14) Status of Main Lenders (as of 30 September 2021)

Lender	Lending Amount (Unit: 1,000 JPY)
MUFG Bank, Ltd.	1,537,790
Resona Bank, Ltd.	1,300,000
Sumitomo Mitsui Banking Corporations	800,000

(15) Other important items relevant to the corporate group

Not applicable

2. Status of Shares (30 September 2021)

(1) Total Authorized Shares	45,000,000
(2) Total Issued Shares	13,335,995 (Including 490,635 Treasury Shares)
(3) Number of Shareholders	4,996
(4) Main Shareholders (Top 10)	

Shareholder's Name	Number of Shares	Shareholder Ratio
Custody Bank of Japan, Ltd. (Trust port)	1,479,000	11.51%
The Master Trust Bank of Japan, Ltd.	1,053,000	8.20%
GOLDMAN SACHS INTERNATIONAL	638,786	4.97%
Teruhide Sato	624,300	4.86%
MSCO CUSTOMER SECURITIES	523,900	4.08%
GOLDMAN SACHS & CO. REG	408,200	3.18%
Digital Garage, Inc.	319,900	2.49%
BNYM AS AGT/CLTS TREATY JASDEC	281,600	2.19%
GOVERNMENT OF NORWAY	272,200	2.12%
HSBC HONG KONG – TREASURY SERVICES A/C ASIAN EQUITIES DERIVATIVES	255,674	1.99%

Note: Treasury shares are not counted in the shareholder ratio.

3. Status of Stock Acquisition Rights

(1) Status of Stock Acquisition Rights held by BEENOS Group Directors issued as a remuneration for discharge of duties (as of 30 September 2021)

Not applicable

(2) Status of Stock Acquisition Rights issued to employees of BEENOS, directors and employee of subsidiary as a remuneration for discharge of duties in this fiscal year

	14th New Stock Acquisition Rights	
Date of Resolution	27 May 2021	
Classification	Employees	Officers and Employees of Subsidiaries
Number of Holders	11	85
Number of Share Acquisition Rights	66	425
Number of Shares to be Issued	6,600	42,500
Type of Shares to be Issued	Common Shares	
Issuance Price per Acquisition Right	Unpaid	
Exercising Price per Right Execution	JPY3,730	
Exercise Period	28 May 2023 to 27 May 2031	

(3) Other important information of New Stock Acquisition Rights

	12 th New Stock Acquisition Rights	
Date of Resolution	6 February 2020	
Classification	Directors (Excluding Members of the Audit and Supervisory Committee)	Directors (Members of the Audit and Supervisory Committee)
Number of Holders	4	0
Number of Share Acquisition Rights	6,835	0
Number of Shares to be Issued	683,500	0
Type of Shares to be Issued	Common Shares	

Issuance Price per Acquisition Right	Paid
Exercising Price per Right Execution	1,071 JPY
Exercise Period	25 February 2020 to 24 February 2030

4. Status of Company Directors

(1) Status of directors (as of 30 September 2021)

Position in Company	Name	Status of significant concurrent positions
President	Shota Naoi	Group CEO President and CEO, tenso, inc. President and CEO, BeeCruise Inc.
Vice President	Koji Nakamura	Group CFO President and CEO, JOYLAB, inc. President and CEO, BEENOS Partners, Inc.
Director	Taku Takeuchi	CEO, Shop Airlines, Ltd. President and CEO, Shop Airlines America, Inc. President and CEO, Shop Airlines Europe B.V. President and CEO, BEENOS Travel Inc.
Director	Kenichi Sento	President and CEO, Defactostandard, Ltd.
Director	Naofumi Nishi	Director in Macromill, Inc. External Director in ADK Holdings Inc. External Director in hey, Inc.
Director (Full-time Audit & Supervisory Committee Member)	Yasukazu Joho	—
Director (Audit & Supervisory Committee Member)	Kibo Kondo	CEO, Zeon Consulting Co., Ltd. Auditor, Sophia Holdings Co., Ltd.
Director (Audit & Supervisory Committee Member)	Yoshindo Takahashi	Adviser, Executive Partners Inc. Auditor, Ceres inc. Auditor, Tokyo Tsushin, Inc.

Notes:1. Naofumi Nishi, Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi are external directors.

2. BEENOS has registered external directors Naofumi Nishi, Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi to the Tokyo Stock Exchange as independent officers.

3. BEENOS has elected Yasukazu Joho as Full-time Audit & Supervisory Committee member to improve information gathering, strengthening the managing and auditing capabilities of the committees and closely cooperate with the internal control division.

4. Audit & Supervisory Committee member Kibo Kondo is a certified public accountant and have considerable knowledge for financing and accounting.

5. BEENOS has made a contract agreement in accordance with Article 427 Section 1 of the Companies Act with Naofumi Nishi, Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi in regard to the limit of liability for damages as stated in Article 423 Section 1 of the Companies Act. The amount limit for the liability of damages is set at the minimum responsibility amount as legally established.

6. We have entered an officer liability insurance (D&O insurance) contract with the insurance company as set forth in Article 430-3, Paragraph 1 of the Companies Act, with all directors as insured persons, and will compensate for any damage that may be caused by the directors, etc., who are insured, assuming responsibility for the execution of their duties or receiving a claim pertaining to the pursuit of such liability. Provided, however, that the Company may not compensate for any damage caused by any act that is committed with the knowledge that such act is a violation of laws and regulations, or otherwise cause a certain exclusion of liability.

(2) Total amount of remuneration paid to Directors

Title	Total Remuneration (1,000 JPY)	Remuneration Breakdown (1,000 JPY)			Number of Corresponding Directors
		Basic Remuneration	Results Based Remuneration	Non-monetary Remuneration	
Director (Excluding Audit & Supervisory Committee Members)	145,018 (2,700)	83,970 (2,700)	— (—)	61,048 (—)	5 (1)
Directors (Audit & Supervisory Committee Members) (External Directors)	21,600 (21,600)	21,600 (21,600)	—	—	3 (3)

Note: Details of non-monetary compensation, etc. are restricted stock awards issued by the Company to its directors.

(3) Matters concerning the resolution of the general meeting of shareholders on the remuneration, etc. of directors

The maximum amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) is 300 million JPY per year (excluding Employee Partial Salary for Directors who concurrently serve as Employees). The maximum amount of restricted stock remuneration is 200 million JPY per year under a separate limit. In addition, this limit was resolved at the 20th Annual General Meeting of Shareholders held on 20 December 2019, and the number of members as of the resolution date was 4.

The maximum amount of remuneration for Directors who are Audit and Supervisory Committee members is 50 million JPY per year. In addition, this limit was resolved at the 16th Annual General Meeting of Shareholders held on 10 December 2015, and the number of members as of the resolution date was 3.

(4) Matters concerning the decision policy concerning the contents of individual remuneration, etc. for directors

• Basic Concept of the Compensation System for Directors and Audit & Supervisory Board Members

Based on our basic policy on corporate governance, we have established a policy for determining the amount of remuneration, etc. for officers in accordance with the functions and roles that our officers should perform and our level of performance, etc., in order to lead to continuous increases in corporate value and in accordance with the functions of business execution and management

oversight.

• Approach to Compensation Structure for Directors and Audit & Supervisory Board Members

Remuneration for directors (excluding outside directors and directors serving on the Audit and Supervisory Committee) consists of cash-based remuneration and share-based remuneration as medium-to long-term incentives.

Regarding cash remuneration for each fiscal year, the Company determines base remuneration on a consolidated basis as consideration for the execution of duties and responsibilities, etc., and determines bonuses linked to consolidated performance.

For stock-based compensation, the Company grants restricted stock as compensation linked to medium-term performance (stock price).

The chart below shows the type of remuneration and the purpose and outline of each type of remuneration.

Types of Remuneration		Objectives and Outline
Fixed	Fixed compensation	<p>Fixed remuneration to encourage sound execution of duties in accordance with responsibilities</p> <ul style="list-style-type: none"> • Compensation levels shall be determined based on the amount of ordinary profit in the previous year and in accordance with positions, roles, responsibilities, etc. • Monthly payments are made.
Fluctuations	Incentive fee (Short-Term Incentive Compensation)	<p>Performance-linked remuneration to steadily accumulate results for each fiscal year</p> <ul style="list-style-type: none"> • The specific amount to be paid shall be determined based on the consolidated ordinary profit amount for each business year and in accordance with the position, roles, responsibilities, etc. of each director <p>The base amount of consolidated ordinary income is shown in the consolidated statements of income.</p> <ul style="list-style-type: none"> • Payment shall be made in a lump sum after the end of each fiscal year.

<p>Restricted stock awards (Medium-to long-term incentive remuneration)</p>	<p>Performance-linked remuneration to promote management with an emphasis on enhancing corporate and shareholder value over the medium to long term</p> <ul style="list-style-type: none"> • The "standard amount" shall be set according to the job responsibilities, etc. • Grant the number of shares calculated by dividing the "Base Amount" by the closing price of our shares on the Tokyo Stock Exchange on the day before the issue resolution date. • The shares to be granted shall be the Specified Shares with Restriction on Transfer that cannot be transferred or otherwise disposed of for the period until they leave office. • The number of shares to be granted shall not exceed 100,000 shares per year. • Payment shall be made within 1 month after the meeting of the Board of Directors held after the annual general meeting of shareholders. • We shall acquire shares for which the restriction on transfer has not been lifted due to failure to meet the period for offering services at the time of expiration of the restriction on transfer, such as at the time of resignation, without charge.
---	--

Remuneration for External Directors and Directors serving on the Audit and Supervisory Committee are limited to fixed monthly remuneration as it is necessary to ensure independence in order to properly fulfill their roles, and there is no remuneration that varies depending on performance.

- Reasons for the Board of Directors to determine that the content of individual remuneration, etc. for directors (excluding external directors and directors serving on the Audit and Supervisory Committee) is in line with the policy

The Board of Directors considers individual remuneration of Directors (excluding external directors and directors serving on the Audit and Supervisory Committee) in a diversified manner, including consistency with the decision-making policy, and determines that it is in accordance with the decision-making policy.

(5) Matters concerning delegation pertaining to determination of individual remuneration, etc. of directors

- Process of deliberating and determining executive compensation

The decision-making body and procedures for executive compensation are stipulated in our Rules for Directors as follows.

- Remuneration for directors (excluding directors serving on the Audit and Supervisory Committee) is drafted by Representative Director Shota Naoi and decided by the Board of Directors, within the framework of remuneration decided at the General Meeting of Shareholders, considering performance, roles, responsibilities, results, etc.
- Remuneration for directors serving on the Audit and Supervisory Committee is determined by consultation among directors serving on the Audit and Supervisory Committee within the scope of the remuneration framework resolved at the General Meeting of Shareholders.

- Roles and Activities of the Board of Directors

The Board of Directors, as an independent and objective body, deliberates and decides on the content of executive compensation and the establishment and revision of systems. The content of these deliberations is institutionalized as Directors' Rules.

Remuneration for directors and corporate auditors for the fiscal year under review was discussed and decided as follows.

- 18 December 2020: Compensation for Directors and Audit & Supervisory Board Members for FY2021
- 18 December, 2020: Determination of payment of remuneration equivalent to the amount of restricted stock to be paid to directors and executive officers
- 18 February 2021: Policy for Determining Individual Compensation for Directors
- 28 October 2021: Bonus for officers (performance-linked remuneration) for FY2021

(6) Items on external officers

① Relationship between the Company and companies where External Officers hold significant concurrent positions

Director	Naofumi Nishi	Director in Macromill, Inc. External Director in ADK Holdings Inc. External Director in hey, Inc.
Director (Full-time Audit & Supervisory Committee Member)	Yasukazu Joho	—
Director (Audit & Supervisory Committee Member)	Kibo Kondo	CEO, Zeon Consulting Co., Ltd. Auditor, Sophia Holdings Co., Ltd.
Director (Audit & Supervisory Committee Member)	Yoshindo Takahashi	Adviser, Executive Partners Inc. Auditor, Ceres inc. Auditor, Tokyo Tsushin, Inc.

Note: There are no particular relationships between BEENOS and the companies listed above.

② Principle Activities in this fiscal year

Attendance in Board Meetings and Audit & Supervisory Committee Meetings

Position	Name	Board Meeting Attendance	Audit & Supervisory Committee Meeting Attendance	Activities
External Director	Naofumi Nishi	14 of 14	—	Actively provide questions and advice based on our wealth of experience and advanced expertise at a global investment company.
External Director (Full-time Audit & Supervisory Committee Member)	Yasukazu Joho	18 of 18	13 of 13	Offered advice and asked questions from a financial standpoint
External Director (Audit & Supervisory Committee Member)	Kibo Kondo	18 of 18	13 of 13	Offered advice and asked questions from a technical perspective as a certified accountant to ensure appropriate decision-making in board meetings
	Yoshindo Takahashi	18 of 18	13 of 13	Offered advice and asked questions from a corporate management standpoint

5. Policy on Decisions for Dividend of Surplus

We hold our profit return policy in high regards to give back to shareholders by expanding our business foundation and progressing our financial ground.

Our business is mainly divided between the E-Commerce Business and the Incubation Business. The Incubation Business in particular is extremely volatile as it depends on the opportunity to monetize our operational investment securities. As such, we will be basing our dividend policy on the profits in our more consistent E-Commerce Business and use the proceeds from the Incubation

Business towards other profit reduction methods such as share repurchases as we monitor our share prices.

6.Accounting Auditors

(1) Name of Accounting Auditors Grant Thornton Taiyo LLC

(2) Remuneration for the Accounting Auditors

	Value (Unit: 1,000 JPY)
Amount for remuneration for this fiscal year	38,950
Total amount of cash and other economic benefits to be paid by the Company and consolidated subsidiaries	39,950

Note: 1. The total remuneration amount for the fiscal year is listed as the contract between BEENOS and the auditor and is not made to feasibly calculate the difference between the auditing under the Companies Act and the auditing under the Financial Instruments and Exchange Act
2.BEENOS subsidiary BEENOS Asia Pte. Ltd. is being audited by other auditing firm.
3. We outsource advisory services to our independent auditors in accordance with accounting standards related to revenue recognition, which is a service other than the work stipulated in Article 2-1 of the CPA Law (non-audit services).

(3)Audit & Supervisory Committee Agree Accounting Auditors Remuneration

Audit & Supervisory Committee agreed to the remuneration of the accounting auditors as stipulated in Article 399 Section 1 of the Companies Act, after receiving necessary materials from applicable divisions within the company and accounting auditors, confirming existing reports of the auditor's previous achievements and remunerations, and confirming whether the estimates for this fiscal year were reasonable

(4)Decision-making policy of dismissal or non-reappointment of Independent Auditor

The Independent Auditor may be dismissed by the Audit & Supervisory Committee with unanimity of Audit & Supervisory Committee Members when the Independent Auditor corresponds to any of Article 340, Section 1 of the Companies Act. In this case, the Audit & Supervisory Committee will report the information including the reason if the dismissal of the Auditor at the ensuing Annual Meeting.

Furthermore, the Audit & Supervisory Committee will view the Independent Auditor's overall performance and will propose to the Annual Meeting the dismissal or non-reappointment of the Auditor if it deems necessary.

Consolidated Balance Sheet (30 September 2021)

(Units: 1,000 JPY)

Account	Amount	Account	Amount
(Assets)		(Liabilities)	
Current assets	17,996,774	Current liabilities	8,466,175
Cash and deposits	7,770,814	Notes and accounts payable-trade	233,967
Notes and accounts receivable	677,728	Short-term loan	1,600,000
Operational investment securities	4,181,304	Current portion of long-term loans payable	300,000
Products	2,577,478	Accounts payable-other	3,589,657
Accounts receivable	1,049,501	Deposits received	1,074,974
Other	1,745,547	Income taxes payable	935,041
Allowance for doubtful accounts	△5,600	Other	732,533
Fixed assets	3,800,430	Fixed liabilities	1,935,190
Tangible Assets	377,692	Long-term loans payable	1,737,790
Buildings and structures	647,163	Asset retirement obligations	197,400
Tools, materials and supplies	201,895		
Other	33,527	Total liabilities	10,401,365
Accumulated depreciation	△504,893	(Net assets)	
Intangible assets	535,538	Shareholders' equity	11,214,467
Goodwill	264,973	Capital stock	2,775,840
Software	269,063	Capital surplus	3,914,416
Other	1,500	Retained earnings	5,900,434
Investments etc.	2,887,199	Treasury Stock	△1,376,223
Investment securities	2,336,149	Other accumulated comprehensive income	45,658
Deferred tax assets	234,979	Valuation difference on securities	△224,754
Other	316,070	Foreign currency translation adjustments	270,413
		Share subscription rights	135,713
		Total net assets	11,395,839
Total assets	21,797,205	Total liabilities and net assets	21,797,205

Note: Amounts Rounded down to the nearest thousand yen.

Consolidated Profit & Loss Statement(1 October 2020 – 30 September 2021)

(Units: 1,000 JPY)

Account	Amount	
Net sales		25,008,489
Cost of sales		12,667,718
Gross profit		12,340,770
Selling, general and administrative expenses		10,655,657
Operating income		1,685,113
Non-operating income		
Interest income	160	
Gain on investments in partnerships	24,489	
Subsidy income	54,168	
Surrender value of insurance	14,436	
Guarantee income	7,783	
Other	53,039	154,077
Non-operating expenses		
Interest expenses	14,080	
Equity in loss of affiliates	93,558	
Foreign exchange losses	71,927	
Commissions paid	4,844	
Other	9,247	193,659
Ordinary income		1,645,531
Extraordinary income		
Gain on reversal of subscription rights to shares	1,016	1,016
Extraordinary loss		
Impairment loss	4,343	
Loss on retirement of noncurrent assets	6,677	11,020
Income before income taxes		1,635,526
Income taxes	1,334,253	
Income taxes-deferred	△389,520	944,732
Net income		690,793
Profit attributable to owners of parent		690,793

Note: Amounts rounded down to the nearest thousand yen.

Consolidated Statements of Changes in Net Assets
(1 October 2020 – 30 September 2021)

(Units: 1,000 JPY)

	Shareholder's Equity				
	Capital Stock	Capital Surplus	Retained Earnings	Treasury Stock	Shareholders' Equity Total
Balance at 1 October 2020	2,775,840	3,903,953	5,462,007	△778,700	11,363,100
Change during the term					
Dividend of surplus			△252,366		△252,366
Profit attributable to owners of parent			690,793		690,793
Purchase of treasury stock				△1,175,650	△1,175,650
Disposal of treasury stock		10,462		578,127	588,590
Consolidation of items other than shareholders' equity Net changes during the year					
Total change during the term	—	10,462	438,426	△597,522	△148,633
Balance at 30 September 2021	2,775,840	3,914,416	5,900,434	△1,376,223	11,214,467

	Total Accumulated Other Comprehensive Income			Subscription Rights to Shares	Total Net Assets
	Valuation Differences on Available-for-sale Securities	Foreign Currency Translation Adjustment	Total Accumulated Other Comprehensive Income		
Balance at 1 October 2020	△286,179	53,939	△232,239	79,389	11,210,251
Change during the term					
Dividend of surplus					△252,366
Profit attributable to owners of parent					690,793
Purchase of treasury stock					△1,175,650
Disposal of treasury stock					588,590
Consolidation of items other than shareholders' equity Net changes during the year	61,424	216,473	277,897	56,323	334,221
Total change during the term	61,424	216,473	277,897	56,323	185,588
Balance at 30 September 2021	△224,754	270,413	45,658	135,713	11,395,839

Note: Amounts rounded down to the nearest thousand.

Balance Sheet (As of 30 September 2021)

(Unit: 1,000 JPY)

Account Title	Amount	Account Title	Amount
(Assets)		(Liabilities)	
Current assets	6,934,495	Current liabilities	5,324,825
Cash and deposits	1,768,932	Short-term loan	2,500,000
Operational investment securities	1,352,823	Current portion of long-term loans payable	300,000
Prepaid expenses	58,559	Accounts payable-other	1,570,196
Accounts due from related companies	2,004,449	Accounts payable to related entities	156,045
Advances to affiliated companies	117,487	Income taxes payable	683,720
Short-term loans to affiliates	2,425,000	Deposits received	23,810
Other	125,281	Provision for shareholder benefit program	44,685
Allowance for doubtful accounts	△918,037	Other	46,367
Fixed assets	6,456,685	Fixed liabilities	1,796,226
Tangible Assets	44,668	Long-term loans payable	1,737,790
Buildings	210,424	Asset retirement obligations	58,436
Tools, materials and supplies	62,167	Total liabilities	7,121,052
Other	4,500	(Net assets)	
Accumulated depreciation	△232,423	Shareholders' equity	6,110,093
Intangible assets	16,780	Capital stock	2,775,840
Software	15,580	Capital surplus	3,100,249
Other	1,200	Legal capital surplus	1,814,524
Investments etc.	6,395,236	Other capital surplus	1,285,724
Investment securities	2,161,035	Retained earnings	1,610,227
Stocks of subsidiaries and affiliates	4,035,137	Legal reserve	21,484
Proceeds and guarantee deposits	148,653	Other retained earnings	1,588,743
Deferred tax assets	46,042	Retained earnings brought forward	1,588,743

Other	4,367	Treasury Stock	△1,376,223
		Valuation and translation adjustments	24,321
		Valuation difference on securities	24,321
		Share subscription rights	135,713
		Total net assets	6,270,128
Total assets	13,391,180	Total liabilities and net assets	13,391,180

Note: Amounts are rounded down to the nearest thousand yen.

Income Statement (1 October 2020 to 30 September 2021)

(Unit: 1,000 JPY)

Account Title	Amount	
Operating revenue		2,258,062
Operating expenses		1,613,396
Sales profit		644,666
Non-operating income		
Interest income	43,654	
Foreign exchange gains	137	
Surrender value of insurance	14,436	
Guarantee income	7,783	
Gain on investments in partnerships	24,489	
Miscellaneous income	8,088	98,588
Non-operating expenses		
Interest expenses	19,530	
Commissions paid	4,844	
Provision for allowance for doubtful accounts	375,820	
Miscellaneous expenses	263	400,458
Ordinary income		342,796
Extraordinary income		
Gain on reversal of subscription rights to shares	1,016	1,016
Extraordinary loss		
Valuation loss on shares of affiliates	283,354	283,354
Income before income taxes		60,458
Income taxes	464,941	
Income taxes-deferred	△407,517	57,424
Net income		3,034

(NOTE) Amounts are rounded down to the nearest thousand yen.

Statement of Changes in Net Assets (October 1, 2020 to 30 September 2021)

(Unit: 1,000 JPY)

	Shareholders' equity						
	Capital stock	Capital surplus			Legal reserve	Retained earnings	
		Capital Reserve	Other equity Retained earnings	Capital surplus Total		Other income Retained earnings	Retained earnings Total
Balance at 1 October 2020	2,775,840	1,814,524	1,275,261	3,089,786	21,484	1,838,075	1,859,559
Variable amount during the accounting year							
Dividend of surplus						△252,366	△252,366
Net income						3,034	3,034
Purchase of treasury stock							
Disposal of treasury stock			10,462	10,462			
Items other than shareholders' equity Net changes during the year							
Total change during the period	—	—	10,462	10,462	—	△249,332	△249,332
Balance at 30 September 2021	2,775,840	1,814,524	1,285,724	3,100,249	21,484	1,588,743	1,610,227

	Shareholders' equity		Valuation and translation adjustments		Share subscription rights	Total net assets
	Treasury Stock	Shareholders' equity Total	Certificate on securities Valuation difference on tickets	Total valuation and translation adjustments		
Balance at 1 October 2020	△778,700	6,946,485	△88,797	△88,797	79,389	6,937,078
Variable amount during the accounting year						
Dividend of surplus		△252,366				△252,366
Net income		3,034				3,034
Purchase of treasury stock	△1,175,650	△1,175,650				△1,175,650
Disposal of treasury stock	578,127	588,590				588,590

Items other than shareholders' equity Net changes during the year			113,118	113,118	56,323	169,442
Total change during the period	△597,522	△836,392	113,118	113,118	56,323	△666,949
Balance at 30 September 2021	△1,376,223	6,110,093	24,321	24,321	135,713	6,270,128

(NOTE) Amounts are rounded down to the nearest thousand yen.

Accounting Audit Report on Consolidated Financial Statements

Independent Auditors' Report

17 November 2021

BEENOS Inc.

To the Board of Directors

Grant Thornton Taiyo LLC

Tokyo Office

Designated

Limited Liability Certified

Partners Public

Engagement Accountant

Partner

Designated

Limited Liability Certified

Partners Public

Engagement Accountant

Partner

Tetsu Saito

Takanori Ishikura

Audit Opinion

We have audited, in accordance with Article 444(4) of the Companies Act, the consolidated financial statements of BEENOS Inc. for the period from 1 October 2020 to 30 September 2021, which consist of the consolidated balance sheets, the consolidated statements of income, the consolidated statements of changes in stockholders' equity, and the notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the corporate group consisting of BEENOS Inc. and consolidated subsidiaries for the period related to the consolidated financial statement in conformity with accounting principles generally accepted in Japan.

Basis of Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility for auditing standards is stated in "Liability of Auditors in Auditing Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries and fulfill other ethical responsibilities as an auditor in accordance with the provisions on occupational ethics in Japan. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibility of Management and Audit Committee to Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with accounting principles generally accepted in Japan. This includes the design, implementation, and maintenance of internal control as management determines is necessary for the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for evaluating whether it is appropriate to prepare the consolidated financial statements based on the assumption of a going concern and disclosing such matters if it is necessary to disclose matters related to a going concern based on accounting principles generally accepted in Japan.

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

Liability of Auditors in Auditing Consolidated Financial Statements

The responsibility of the auditor is to express an opinion on the consolidated financial statements based on the audit conducted by the auditor, from an independent standpoint, with reasonable assurance as to whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error. A misstatement is deemed to be material when it may occur due to fraud or error and, individually or in the aggregate, it is reasonably expected to affect the decision-making of the user of the consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, the auditors shall make judgments as professional experts through the audit process and carry out the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Auditors will also design and implement audit procedures to address material misstatement risks. The selection and application of audit procedures are based on the judgment of the auditor. In addition, they are to obtain sufficient and appropriate audit evidence to provide a basis for their opinion.
- The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but the auditor considers internal control relevant to the audit to design audit procedures that are appropriate in the circumstances in performing the risk assessment.
- Assess the appropriateness of fiscal policies adopted by management and their application methods, as well as the reasonableness of accounting estimates made by management and the adequacy of related footnote matters.
- Conclude whether it is appropriate for management to prepare the consolidated financial statements on a going concern basis and whether, based on the audit evidence obtained, there is significant uncertainty regarding events or circumstances that raise substantial doubt about the Company's ability to continue as a going concern. In cases where material uncertainty regarding the going concern assumption is recognized, the Company is required to draw attention to the notes to the consolidated financial statements in the audit report, or express an opinion on the matters to be excluded in the consolidated financial statements if the notes to the consolidated financial statements regarding material uncertainty are not appropriate. The auditor's conclusion is based on audit evidence obtained through the date of the audit report, but future events and circumstances may prevent the entity from continuing as a going concern.
- Evaluate whether the presentation and notes to the consolidated financial statements comply with accounting principles generally accepted in Japan, as well as whether the presentation, composition and content of the consolidated financial statements, including related notes, and whether the consolidated financial statements fairly present the underlying transactions and accounting events.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for directing, supervising and implementing the audit of the consolidated financial statements. The auditor is solely responsible for the audit opinion.

The auditor shall report to the Audit Committee the scope and timing of the planned audit, important findings in the audit, including important deficiencies in the internal controls identified in the course of the audit, and other matters required by the audit standards.

The auditor will report to the Auditing and Supervisory Committee that they have complied with the Japanese Occupational Ethics provisions for independence, and items that are reasonably considered to affect the auditor's independence, and, if safeguards are in place to eliminate or mitigate obstacles.

Interests

The Company and Consolidated Subsidiaries have no interest in the Auditing Corporation or Operating Partners that should be stated pursuant to the provisions of the Certified Public Accountants Act.

-END-

Independent Auditor's report

Independent Auditors' Report

17 November 2021

BEENOS Inc.
To the Board of Directors

Grant Thornton Taiyo LLC Tokyo Office Designated Limited Liability Partners Engagement Partner	Certified Public Accountant	Tetsu Saito
Designated Limited Liability Partners Engagement Partner	Certified Public Accountant	Takanori Ishikura

Audit Opinion

We have audited the financial statements of BEENOS Inc for the 21st fiscal year from 1 October 2020 to 30 September 2021, including the balance sheet, profit and loss statement, statement of changes in shareholders' equity, individual notes, and supplementary schedules thereof (hereinafter referred to as "financial statements") in accordance with the provisions of Article 436(2)(i) of the Companies Act.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets and the status of profit and loss for the period related to such financial statements in conformity with accounting principles generally accepted in Japan.

Basis of Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility for auditing standards is stated in "Liability of Auditors for Auditing Financial Statements, etc." We are independent of the Company and fulfill other ethical responsibilities as an auditor in accordance with the provisions on occupational ethics in Japan. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of the Audit and Supervisory Committee to Financial Statements, etc.

Management is responsible for the preparation and fair presentation of financial statements in accordance with accounting principles generally accepted in Japan. This includes the design, implementation, and maintenance of internal controls deemed necessary by management for the preparation and fair presentation of financial statements, etc. free from material misstatement, whether due to fraud or error.

In preparing financial statements, etc., management is responsible for assessing whether it is appropriate to prepare financial statements, etc. based on the assumption of a going concern and

disclosing such matters if it is necessary to disclose matters related to a going concern based on accounting standards generally accepted in Japan.

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

Liability of Auditors in Auditing Financial Statements, etc.

The responsibility of the auditor is to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, based on the audit conducted by the auditor, and to express an opinion on the financial statements, etc. from an independent standpoint in the audit report. A misstatement is judged to be material when it may occur due to fraud or error and when, individually or in the aggregate, it is reasonably expected to affect the decision-making of users of financial statements, etc.

In accordance with auditing standards generally accepted in Japan, the auditors shall make judgments as professional experts through the audit process and carry out the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. We will also design and implement audit procedures to address material misstatement risks. The selection and application of audit procedures are based on the judgment of the auditor. In addition, obtain sufficient and appropriate audit evidence to provide a basis for our opinion.
- Although the purpose of an audit of the financial statements, etc. is not to express an opinion on the effectiveness of the internal control, in performing the risk assessment, the auditor considers internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Assess the appropriateness of fiscal policies adopted by management and their application methods, as well as the reasonableness of accounting estimates made by management and the adequacy of related footnote matters.
- Conclude whether it is appropriate for management to prepare financial statements, etc. on a going concern basis and whether, based on the audit evidence obtained, material uncertainties with respect to events or circumstances that raise substantial doubt about the Company's ability to continue as a going concern. In cases where material uncertainty regarding the going concern assumption is recognized, the Audit Report is required to draw attention to the notes to the financial statements, etc. or, in cases where the notes to the financial statements, etc. concerning material uncertainty are not appropriate, the Company is required to express opinions on the financial statements, etc. that are excluded. The auditor's conclusion is based on audit evidence obtained through the date of the audit report, but future events and circumstances may prevent the entity from continuing as a going concern.
- Evaluate whether the presentation and notes of financial statements, etc. conform to accounting principles generally accepted in Japan, as well as whether the presentation, composition and contents of financial statements, etc. including related notes, and whether the financial statements, etc. fairly present the underlying transactions and accounting events.

The auditor shall report to the Audit Committee the scope and timing of the planned audit, important findings in the audit, including important deficiencies in the internal controls identified in the course of the audit, and other matters required by the audit standards.

The auditor will report to the Auditing and Etc. Committee that they have complied with the Japanese Occupational Ethics provisions for independence, and items that are reasonably considered to affect the auditor's independence, and, if safeguards are in place to eliminate or mitigate obstacles.

Interests

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan.

-END-

Audit & Supervisory Committee's Report

Auditor's Report

We have audited Directors' performance of duties from 1 October 2020 to 30 September 2021, the 20th fiscal year. The method and result are as follows.

1. Audit Method

The Audit & Supervisory Committee audited the corporate resolution stated in Article 399 Section 13 Subsection 1 "b" and "c" and the system (internal control system) organized by the corresponding resolution by receiving reports from Directors and employees on a regular basis. We have also implemented the audit by requested for further explanations when necessary, offered opinions, and by the following method.

- ① We attended important meetings with the internal control section following the Audit & Supervisory Committee Standard, supervisory policy and each section's responsibility. We received reports from Directors and employees regarding their duties executions, requested for further details when necessary, perused important approval documents and investigated financial status of the headquarter and important offices. We received business reports from the subsidiaries and attempted to communicate and exchange information with their Directors, Auditors, etc.
- ② We supervised and examined whether the Auditors maintain their independent status for appropriate audit execution. We received reports from the Auditors regarding their performance of duties and asked for detailed explanations when necessary. We received notice from the Auditors that the "System to assure appropriate business performance" (stipulated in each section of Article 131 of the Rules of Corporate Accounting) is well-prepared and is following "Quality management standard for the audit" (28 October 2005 Company Accounting Council) . We requested for detailed explanation when necessary.

In accordance with the aforementioned mentioned methods, we evaluated the business report and the supplementary statement, the financial statements (balance sheet, profit & loss statement, statements of changes in net assets and individual notes) and the supplementary statement, and the consolidated financial statements (consolidated balance sheet, consolidated profit & loss statement, statements of changes in net assets and individual notes) and the supplementary statement of this fiscal year.

2.Result

(1)Result of Business Reports

1. We confirm that the business report and the supplementary statement represent the company's status in accordance with the law and the articles of incorporation.
2. We do not recognize any serious facts about acts of dishonesty regarding Director's execution of duties or violation of law/articles of incorporation.
3. We confirm that the resolution of the Board of Directors regarding the internal control system is appropriate. Furthermore, there is nothing about business report and directors' execution of duties to be pointed out.

(2)Audit Result of Financial Statements and Supplementary Statement

We confirm that the audit method and result of Grant Thornton Taiyo LLC are appropriate.

(3)Audit Result of the Consolidated Financial Statements

We confirm that the method and result of Grant Thornton Taiyo LLC are appropriate.

18 November 2021

BEENOS, Inc. Audit & Supervisory Committee

Full-time
Audit &
Supervisory
Committee Yasukazu Joho ㊟

Audit
Supervisory
Committee &
Kibo Kondo ㊟

Audit
Supervisory
Committee &Yoshindo
Takahashi ㊟

Note: Full-time Audit & Supervisory Committee member Yasukazu Joho, Audit & Supervisory Committee members Kibo Kondo and Yoshindo Takahashi are external directors specified in the Article 2 Subsection 15 and Article 331 Section 6.

-END-