



February 17, 2023

Company name: USEN-NEXT HOLDINGS Co., Ltd.
Representative: Yasuhide Uno, President, Representative
Director & CEO
(Securities code: 9418, TSE Prime Market)
Contact: Shohei Mabuchi, Managing Director & CFO
Phone: +81-3-6823-7015

**Notice on Acquisition of Treasury Shares and Purchase of Treasury Shares Through
Off-auction Own Share Repurchase Trading System (ToSTNeT-3)**

Acquisition of treasury shares pursuant to the provisions of the Articles of Incorporation under the provisions of Article 459, Paragraph 1 of the Companies Act and purchase of treasury shares through the off-auction own share repurchase trading system (ToSTNeT-3)

The Company hereby announces that it has passed a resolution concerning the acquisition of treasury shares pursuant to the provisions of the Articles of Incorporation under the provisions of Article 459, Paragraph 1 of the Companies Act and the specific method of acquisition at the meeting of its Board of Directors held today.

1. Reason for acquiring treasury shares

As announced in the Company's press release titled "Notice on Making Premium Platform Japan, Inc. a Wholly-owned Subsidiary Through Simplified Share Exchange and Absorption-type Merger between PPJ and the Company's Consolidated Subsidiary as Well as Issuance of New Shares by the Company's Consolidated Subsidiary Through Third-party Allotment" dated today, a share exchange with an effective date of March 31, 2023 will be conducted, in which the Company will become the wholly-owning parent company in the share exchange and Premium Platform Japan, Inc. ("PPJ") will become the wholly-owned subsidiary in the share exchange (the "Share Exchange"). In conducting the Share Exchange, the Company will acquire treasury shares (the "Acquisition of Treasury Shares") as a source of its common shares to be allotted and issued to PPJ shareholders.

2. Method of acquisition

The Company will place a buy order to repurchase its shares through brokerages at 8:45 a.m. on February 20, 2023 on the Tokyo Stock Exchange's off-auction own share repurchase trading system (ToSTNeT-3) (no changes will be made to other trading systems or trading hours), at the closing price (including the final special quote) of 2,506 yen as of today (February 17, 2023). The aforementioned buy order will only be effective for the time mentioned above.

3. Details of acquisition

(1) Type of shares to be acquired	Common shares of the Company
(2) Total number of shares to be acquired	Up to 2,540,800 shares (Ratio to the total number of shares issued (excluding treasury shares): 4.23%)
(3) Total price of share acquisition	Up to 6,367,244,800 yen
(4) Announcement of acquisition results	The acquisition results will be announced after the completion of the transaction at 8:45 a.m. on February 20, 2023.
(5) Other matters	The Company has received a notification from Mr. Yasuhide Uno, a controlling shareholder and President, Representative Director & CEO of the Company, regarding his intent to accept the transaction by providing some of the Company's common shares he holds and some of the Company's common shares held by UNO-HOLDINGS in which he holds all of the voting rights.

(Note 1) There will be no changes to the above number of shares. There is a possibility that all or part of the acquisition will not be carried out depending on market trends or other factors.

(Note 2) The purchase will be conducted in response to the sell orders corresponding to the number of shares planned to be acquired.

4. Matters concerning transactions, etc. with controlling shareholders

- (1) Whether the transaction constitutes a transaction, etc. with controlling shareholders and the status of compliance with the Guidelines for Measures to Protect Minority Shareholders

Mr. Yasuhide Uno, a controlling shareholder and President, Representative Director & CEO of the Company, and UNO-HOLDINGS in which he holds all of the voting rights will participate in the Acquisition of Treasury Shares as sellers. Accordingly, the Acquisition of Treasury Shares falls under the category of transactions, etc. with controlling shareholders.

The "Guidelines for Measures to Protect Minority Shareholders in Conducting Transactions, Etc. With Controlling Shareholders" disclosed by the Company on January 26, 2023 in its Corporate Governance Report are as described below.

"The Company determines the terms and conditions, etc. of transactions with controlling shareholders by carefully considering the appropriateness of the contents, conditions, etc. of the transactions, as is the case with transactions with other companies with which the Company has no capital relationship, and the Board of Directors deliberates on and supervises the contents and the appropriateness of such transactions to ensure that decisions are not made in the interests of a specific shareholder. In addition, with the aim of protecting the interests of minority shareholders and for other purposes, the Company has established a voluntary special committee comprised solely of independent Outside Directors to appropriately monitor and supervise the risk of conflict of interests with controlling shareholders, thereby endeavoring to enhance its corporate governance structure."

The Acquisition of Treasury Shares was determined in accordance with the Guidelines.

(2) Matters concerning measures to ensure fairness and measures to avoid conflict of interests

As a measure to ensure fairness, the Company plans to conduct the Acquisition of Treasury Shares at the closing price of shares as of today (February 17, 2023), using the off-auction own share repurchase trading system (ToSTNeT-3).

As a measure to avoid conflict of interests, the deliberation and resolution by the Board of Directors concerning the Acquisition of Treasury Shares were carried out by the Directors other than Mr. Yasuhide Uno, who is a Director with an interest in the transaction.

(3) Summary of the opinion obtained from persons who have no interest in the controlling shareholders regarding the fact that the transaction, etc. are not disadvantageous to minority shareholders

In passing the resolution concerning the Acquisition of Treasury Shares at the Board of Directors meeting, the Company received an opinion dated today from the special committee comprised of Outside Directors (independent officers) Mr. Akio Sato and Mr. Koichi Maruo, who have no interest in the controlling shareholders, to the effect that the Acquisition of Treasury Shares is not considered to be disadvantageous to minority shareholders, as outlined below.

- (i) The Acquisition of Treasury Shares will be conducted for the purpose of allotting and issuing common shares of the Company to PPJ shareholders in conducting the Share Exchange, thereby avoiding the dilution of voting rights of minority shareholders due to the issuance of new shares. There are no other circumstances that lead us to infer that this is based on a purpose or intent to cause disadvantages to minority shareholders.
- (ii) The deliberation and resolution by the Board of Directors concerning the Acquisition of Treasury Shares were carried out by the Directors other than Mr. Yasuhide Uno, who is a Director with an interest in the transaction. Therefore, we believe that measures to ensure the fairness of the decision-making process and to avoid conflict of interests have been taken.
- (iii) We believe that the fairness of the price is ensured since the Tokyo Stock Exchange's off-auction own share repurchase trading system (ToSTNeT-3) is used, and that the fairness of trading conditions is ensured since other shareholders are also given equal opportunities to trade.
- (iv) Based on (i) through (iii) above, we believe that the Acquisition of Treasury Shares is not disadvantageous to the minority shareholders of the Company.

(Reference) The status of holding of treasury shares as of November 30, 2022

Total number of shares issued (excluding treasury shares):	60,092,039 shares
Number of treasury shares:	72 shares