

Stock Code:3328

30 November 2023

(Commencement of electronic provision measures 22 November 2023)

To Our Shareholders,

4-7-35 Kita-shinagawa, Shinagawa-ku, Tokyo

BEENOS, inc.


President and Group CEO

Shota Naoi

Notice of the 24th Annual Meeting of Shareholders

We cordially invite you to the 24th Annual Meeting of Shareholders (AGM).

For the upcoming AGM, we are pleased to announce the adoption of electronic provision measures. The "Notice of the 24th Annual Meeting of Shareholders" along with the "Other Electronic Provision Measures for the 24th Annual Meeting of Shareholders (Items Omitted from Distribution Documents)" are now available on our website or the Tokyo Stock Exchange's website.

BEENOS Website	https://beenos.com/investors/ir-library/annual/	
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TSE Website	https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show	
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To view these documents, please visit the indicated website, search for our company name or security code (3328), and select "Basic Information" followed by "Browsing Documents/PR Information."

If you are unable to attend the meeting in person, we request you to exercise your voting rights considering the information provided in the electronic provision measures. You can exercise your voting rights either by written form or via the Internet.

[Vote in Writing]

For exercising voting rights by written form, please indicate your decision regarding the proposals on the enclosed voting rights exercise form. Ensure the form is returned and received by us no later than 5:30 PM on Thursday, 14 December 2023.

[Vote Online]

For those opting to exercise voting rights via the Internet, please access the designated voting rights exercise website at <https://www.web54.net>. Here, you will need to use the "Voting Rights Exercise Code" and "Password" as displayed on the enclosed voting rights exercise form. You must follow the on-screen instructions to record your approval or disapproval of the proposals by the aforementioned deadline.

Your participation and timely exercise of voting rights are greatly appreciated.

Notes

1. Date Friday, 15 December 2023 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 24th term (1 October 2022 to 30 September 2023) and the auditing report on the results of the consolidated financial statements by the boards of directors and auditors
 2. Contents of the financial statements for the 24th term

Ratifications

- Item 1 Election of 4 Directors (excluding Audit and Supervisory Committee members)
Item 2 Election of 3 Directors in the Audit and Supervisory Committee

4. Notice regarding ratifications

Voting in proxy

If you choose to exercise your voting rights through a proxy, you may have another shareholder with voting rights attend the general meeting as your proxy. However, please be aware that a document proving the proxy authority must be submitted.

If there is no indication of approval or disapproval for the proposals on the voting rights exercise form, it will be treated as an expression of approval.

5. Other items regarding this notice

The items "Measures for Ensuring Proper Business Operations," "Consolidated Notes to Financial Statements," and "Individual Notes to Financial Statements," which are part of the electronic provision measures, are not included in the documents sent to shareholders who have requested delivery by mail. This exclusion is in line with laws and regulations and Article 18 of the Company's articles of incorporation. Therefore, the documents delivered to shareholders who have requested them by mail are part of the documents audited by the accounting auditor and the Audit and Supervisory Committee in the preparation of the audit report.

If there are any amendments to the electronic provision measures, we will post the details of the amendment, along with the items before and after the amendment, on the websites where they are published.

Shareholders who have not requested document delivery by mail will receive documents containing only the items required by law and the shareholder meeting reference documents.

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If you plan to attend in person, please submit the enclosed voting rights exercise form at the reception desk of the venue.

In the event of any changes to the operation of the AGM, updates will be provided on our company website (<https://beenos.com/>).

Following the conclusion of the AGM, we will be holding a business report meeting for our group. You are warmly invited to stay and attend this session.

## Details of Voting Methods

### Voting in Person



AGM Date

Friday, 15 December 2023 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, 14 December 2023 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, 14 December 2023 at 5:30PM (JST)

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

#### Caution

※If voting rights are exercised both by paper and via the internet, the internet-based exercise will be considered valid, irrespective of the arrival date and time of the paper submission.

※Should there be multiple exercises of voting rights via the internet, the final submission will be recognized as the valid exercise of these rights.

※Please be aware that any connection fees to the internet service provider and communication charges incurred by using the telecommunications operator for accessing the voting rights exercise website will be the responsibility of the shareholders.

Item 1: Election of 4 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 we propose the following 4 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 (Male)    | President and Group CEO, Head of Global Commerce Division and Incubation Division |
| 2         | Reappoint                                              | Kenichi Sento (Male) | Executive Managing Officer (Director), Head of Value Cycle Division               |
| 3         | New Appointment                                        | Taisuke Miura (Male) | Executive Officer, CSO<br>Business Strategies Office Manager                      |
| 4         | Reappoint<br>External Director<br>Independent Director | Naofumi Nishi (Male) | External Director                                                                 |

| Candidate               | Name<br>(Birthdate)              | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Number of shares<br>held |
|-------------------------|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 1                       | Shota Naoi<br>(25 December 1980) | 2005 Apr Joined Venture Link, Inc.<br>2008 Sep Joined BEENOS, inc.<br>2009 Oct Appointed to Executive Officer of tenso, inc.<br>2012 May Appointed to CEO of tenso, inc. (Current)<br>2012 Oct Appointed to TENSU UK LTD Director (Current)<br>2013 Dec Appointed to Director of BEENOS, inc.<br>2014 Dec Appointed to President and Group CEO (Current)<br>2015 Feb Appointed to Director of BEENOS Asia Pte. Ltd. (Current)<br><br>2015 Apr Appointed to Director of Shop Airlines, Ltd.<br>2015 May Appointed to Director of monosense, Ltd.<br>2015 Nov Appointed to Chairman of the Board of TAIWAN TENSU, INC. (Current)<br><br>2017 Oct Appointed to CEO of BeeCruise Inc.<br>2018 Aug Appointed to Director of Metro Engines (Current)<br>2018 Nov Appointed to Director of tenso Hong Kong Limited (Current)<br><br>2019 Mar Appointed to Director of FASBEE Inc.<br>2019 Dec Appointed to Chairman of Shop Airlines, Ltd. (Current)<br>2019 Dec Appointed to Chairman of monosense, Ltd. (Current)<br>2019 Dec Appointed to Director of BEENOS Travel Inc.<br>2019 Dec Appointed to Chairman of Defactostandard, Ltd. (Current)<br><br>2020 Jan Appointed to Chairman of BEENOS Travel Inc. (Current)<br>2020 Feb Appointed to Director of BEENOS Entertainment Inc.<br>2020 Mar Appointed to Chairman of BEENOS Entertainment Inc. (Current)<br><br>2020 Jun Appointed to Director of BEENOS Marketing Asia Inc. (Current)<br>2020 Aug Appointed to Director of Beenos E-Commerce(shanghai) Co., Ltd. (Current)<br>2020 Oct Appointed to Executive Managing Officer of BEENOS Inc. (Current)<br>2020 Dec Appointed to Chairman of JOYLAB, Inc. (Current)<br>2020 Dec Appointed to Chairman of BEENOS HR Link Inc. (Current)<br><br>2020 Dec Appointed to Chairman of FASBEE Inc. (Current)<br>2022 Feb Appointed to Chairman of BeenoStorm Inc. (Current)<br><br>(Important Concurrent Positions)<br>President and CEO, tenso, inc.<br>President and CEO, BeeCruise Inc. | 102,800                  |
| (Reason for Nomination) |                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                          |

| Candidate | Name<br>(Birthdate) | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Number of shares<br>held |
|-----------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
|           |                     | <p>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<br>(Birthdate)            | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Number of shares<br>held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Kenichi Sento<br>(4 July 1979) | 2002 Apr Joined Fujitsu Support and Service (currently Fujitsu FSAS)<br>2006 Mar Joined BEENOS<br>2012 Feb Appointed to President and CEO of monosense, Ltd. (Current)<br>2014 Dec Appointed to Director of BEENOS (Current)<br>2017 Oct Appointed to Director of BeeCruise Inc. (Current)<br>2019 Dec Appointed to President and CEO of Defactostandard, Ltd. (Current)<br>2020 Oct Appointed to Managing Executive Officer of BEENOS Inc. (Current)<br>2020 Dec Appointed to Director of JOYLAB, Inc. (Current)<br>2022 Feb Appointed to Director of BeenoStorm Inc. (Current)<br><br>(Important Concurrent Positions)<br>President and CEO, Defactostandard, Ltd. | 42,500                   |
| <p>(Reason for Nomination)</p> <p>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. (Currently BEENOS Entertainment Inc.). 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.</p> |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                          |

| Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Name<br>(Birthdate)               | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices) | Number of shares<br>held |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------|--------------------------|
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Taisuke Miura<br>(22 August 1982) | 2007 Apr Joined Bain & Company Japan, Inc.                                     | 3,350                    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2009 Nov Joined Accenture Japan Ltd.                                           |                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2010 Nov Joined KOKUYO Co., Ltd.                                               |                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2015 Apr Joined Hilti (Japan), Ltd.                                            |                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2017 Aug<br>Joined ASATSU -DK INC. (Currently ADK Holdings Inc.)               |                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2021 Aug Joined BEENOS as Group Strategy Office Manager (Current)              |                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2022 Dec Appointed as Executive Officer and CSO (Current)                      |                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   | 2022 Dec Appointed as Director for Defactostandard, Ltd. (Current)             |                          |
| <p>(Reason for Nomination)</p> <p>Taisuke Miura brings extensive practical experience and a wide-ranging expertise from his roles in consulting, strategy formulation, management reform, and organizational/system restructuring. He has a strong track record in promoting PMI, including governance and corporate culture, in both domestic and international firms. As our Executive Officer and Chief Strategy Officer since December 2022, he has been instrumental in fortifying our management for sustainable growth and has deep insights into our group's operations. Recognizing the need for enhanced decision-making and supervisory capabilities on our Board of Directors, we are confident in his ability to significantly advance our group's development and have nominated him as a director candidate.</p> |                                   |                                                                                |                          |



| Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name<br>(Birthdate)                 | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Number of shares<br>held |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Naofumi Nishi<br>(18 December 1979) | 2004 Apr Joined McKinsey & Company<br>2007 May Joined Bain Capital Private Equity Asia, LLC (Current)<br>2014 Jul Appointed as Officer in Macromill, Inc.<br>2017 Sep Appointed as Director (Audit Committee) in Macromill, Inc. (Current)<br>2018 Mar Appointed as External Director (Audit Committee) in ADK Holdings Inc. (Current)<br>2019 Aug Appointed as External Director in Works Human Intelligence Co., Ltd. (Current)<br>2019 Sep Appointed to the Nominating Committee in Macromill, Inc. (Current)<br>2019 Sep Appointed as External Director in EmberPoint Co., Ltd.<br>2020 Sep Appointed to the Compensation Committee in Macromill, Inc. (Current)<br>2020 Nov Appointed to External Director in hey, Inc. (Currently STORES, Inc.) (Current)<br>2020 Dec Appointed to Director of BEENOS Inc. (Current)<br>2021 Jan Appointed to Managing Director of Bain Capital Private Equity Japan LLC<br>2021 Mar Appointed to External Director in BCJ-36 Inc. (Currently Works Human Intelligence Co., Ltd.) (Current)<br>2021 Jun Appointed to External Director of with inc. (Current)<br>2021 Jul Appointed to External Director of IGNIS LTD. (Current)<br>2021 Dec Appointed to External Director of Nihon Safety Co., Ltd. (Current)<br>2022 Feb Appointed to External Director of Linc'well Inc. (Current)<br>2022 Oct Appointed to External Director of Tri-Stage Inc. (Current)<br>2023 Jan Appointed to Partner of Bain Capital Private Equity Japan LLC (Current)<br><br>(Important Concurrent Positions)<br>Partner of Bain Capital Private Equity Japan LLC | 0                        |
| (Reason for Nomination of External Director)<br>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 2 years 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 2: 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 |
|           | External Director    |                    |                                                  |
|           | Independent Director |                    |                                                  |
| 2         | Reappoint            | Kibo Kondo         | Directors in the Audit and Supervisory Committee |
|           | External Director    |                    |                                                  |
|           | Independent Director |                    |                                                  |
| 3         | Reappoint            | Yoshindo Takahashi | Directors in the Audit and Supervisory Committee |
|           | External Director    |                    |                                                  |
|           | Independent Director |                    |                                                  |

| Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Name<br>(Birthdate)                 | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Number of<br>shares held |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yasukazu Joho<br>(18 December 1956) | 1979 Apr Joined Daiei, Inc.<br>2005 May Appointed Head Manager of Finance Dept. and PR/IR Dept.<br>2006 Dec Appointed to Auditor of BEENOS, Inc.<br>2007 Apr Appointed to Auditor of Shop Airlines, Ltd. (Current)<br>2007 Jul Appointed to Auditor of Defactostandard, Ltd. (Current)<br>2008 Jul Appointed to Auditor of tenso, inc. (Current)<br>2012 Feb Appointed to Auditor of monosense, Ltd. (Current)<br>2015 May Appointed to Auditor of BEENOS Partners (Current)<br>2015 Dec Appointed to Director (Audit & Supervisory Committee Member) of BEENOS (Current)<br>2017 Oct Appointed to Auditor of BeeCruise Inc. (Current)<br>2018 Mar Appointed to Auditor of JOYLAB Inc. (Current)<br>2019 Dec Appointed to Auditor of BEENOS Travel Inc. (Current)<br>2020 Feb Appointed to Auditor of BEENOS Entertainment Inc. (Current)<br>2020 Jun Appointed to Auditor of BEENOS Marketing Asia Inc. (Current)<br>2020 Aug Appointed to Beenos E-Commerce(shanghai) Co., Ltd (Current) | 4,000                    |
| <p>(Reason for Nomination)</p> <p>Yasukazu Joho, with his extensive experience as a finance chief and IR public relations officer, is well-suited to supervise our company's management, leading to his re-nomination as an external director candidate. Although nearing an eight-year tenure as a director on the audit committee (see Note 4), his profound understanding of our company and established trust with the management team have been pivotal in enhancing transparency and strengthening governance. He meets the Tokyo Stock Exchange's independence criteria and holds no conflict of interest with our general shareholders.</p> |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                          |

| Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name<br>(Birthdate)             | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Number of<br>shares held |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Kibo Kondo<br>(12 October 1974) | 1995 Aug Joined TAK Co., LTD.<br>1996 Sep Opened Kondo Junior Accountant Office (Currently Kondo CPA Office)<br>1999 Mar Appointed to Director of Kudo Constructions<br>1999 Mar Registered as CPA<br>1999 Aug Joined BUSINESSTRUST Co.,LTD.<br>2000 Dec Appointed as CEO of Zeon Consulting Co., Ltd.<br>2000 Dec Appointed to Auditor of BEENOS, Inc.<br>2015 Dec Appointed to Director (Audit & Supervisory Committee Member) of BEENOS (Current)<br>2019 Jun Appointed to Auditor of Sophia Holdings Co., Ltd. (Current)<br><br>(Important Concurrent Positions)<br>CEO, Zeon Consulting Co., Ltd.<br>Auditor, Sophia Holdings Co., Ltd. | 10,300                   |
| (Reason for Nomination)<br>Kibo Kondo's extensive experience as a Certified Public Accountant positions him to effectively oversee our company's management, leading to his continued nomination as an external director candidate. Although nearing an eight-year tenure as a director on the audit committee (see Note 4), his valuable insights and the trust he has established with the management team, particularly through his financial expertise, have significantly enhanced the transparency and governance of our company. He meets the Tokyo Stock Exchange's independence criteria and holds no conflict of interest with our general shareholders. |                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                          |

| Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Name<br>(Birthdate)                  | CV, Positions and Responsibilities at BEENOS<br>(Status of Concurrent Offices)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of<br>shares held |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Yoshindo Takahashi<br>(9 March 1940) | 1962 Apr Joined Nomura Securities Co., Ltd.<br>1985 Dec Appointed to Director of Nomura Research Institute, Ltd.<br>1989 Jun Appointed to Executive Managing Director<br>1991 Jun Appointed to Chief Director<br>1994 Jun Appointed to Vice President<br>1996 Jun Appointed to Adviser<br>Appointed to President of Nomura School of Advanced Management<br>2000 Jul Appointed to Adviser of Executive Partners Inc. (Current)<br>2000 Jul Appointed to Director of the Office of Pharmaceutical Industry Research of the Japan Pharmaceutical Manufacturers Association<br>2000 Oct Appointed to Auditor of BEENOS, Inc.<br>2007 Aug Appointed to Auditor of Ceres inc.<br>2015 Dec Appointed to Director (Audit & Supervisory Committee Member) of BEENOS (Current)<br>2018 Oct Appointed to Auditor of Tokyo Tsushin, Inc.<br>2021 Mar Appointed to Director (Audit & Supervisory Committee Member) of Ceres inc. (Current)<br>2022 Mar Appointed to Director (Audit & Supervisory Committee Member) of Tokyo Tsushin, Inc. (Current)<br><br>(Important Concurrent Positions)<br>Adviser, Executive Partners Inc.<br>Director, Ceres inc.<br>Director, Tokyo Tsushin, Inc. | 6,100                    |
| (Reason for Nomination)<br>Yoshindo Takahashi, with his extensive background in corporate management, is well-equipped to supervise our company's management effectively, leading to his re-nomination as an external director candidate. Although nearing an eight-year tenure as a director on the audit committee (see Note 4), his deep insights from his corporate management experience and established trust with the management team are invaluable for enhancing management transparency and strengthening governance. He meets the Tokyo Stock Exchange's independence criteria and holds no conflict of interest with our general shareholders. |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                          |

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 regard 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 presently hold positions as external directors and members of the audit committee at BEENOS. Their tenure as directors will culminate in 8 years following the conclusion of this general meeting. Additionally, each of them has experience serving as non-executive officers (auditors) of our company. Mr. Joho's tenure in this capacity lasted 9 years, whereas both Mr. Kondo and Mr. Takahashi served in this role for 15 years.
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.

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#### References for Ratifications

#### 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 and in the formulation and execution of business strategies

Finance: Expertise in finance, management control, and M&A

New Business: Specialization in the planning and realization of new business ventures

IT: Experience in formulating technical strategies and development in IT

Sales/Marketing: Experience in launching and expanding IT services, and various marketing experiences

Global Business: Experience in launching and managing international services

HR: Expertise in human resources systems, organizational development, training, and labor matters

Legal/Risk Management: Specialization in legal matters and risk management

(2) Skill Matrix

| Ratification    | Item 1                  |                                     |                       |                   | Item 2                               |                                      |                                      | Director in progress                 |
|-----------------|-------------------------|-------------------------------------|-----------------------|-------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
|                 | 1                       | 2                                   | 3                     | 4                 | 1                                    | 2                                    | 3                                    |                                      |
| Candidate       | Shota Naoi              | Kenichi Sento                       | Taisuke Miura         | Naofumi Nishi     | Yasukazu Joho                        | Kibo Kondo                           | Yoshindo Takahashi                   | Haruka Osawa                         |
| Position        | President and Group CEO | Director Executive Managing Officer | Executive Officer CSO | External Director | Audit & Supervisory Committee Member | Audit & Supervisory Committee Member | Audit & Supervisory Committee Member | Audit & Supervisory Committee Member |
| Management      | ○                       | ○                                   | ○                     | ○                 | ○                                    | ○                                    | ○                                    |                                      |
| Finance         |                         |                                     | ○                     | ○                 | ○                                    | ○                                    | ○                                    |                                      |
| New Business    | ○                       | ○                                   |                       |                   |                                      |                                      |                                      |                                      |
| IT              | ○                       | ○                                   |                       |                   |                                      |                                      |                                      |                                      |
| Sales/Marketing | ○                       | ○                                   |                       |                   |                                      |                                      |                                      |                                      |
| Global Business | ○                       |                                     | ○                     |                   |                                      |                                      |                                      | ○                                    |
| HR              | ○                       |                                     | ○                     |                   |                                      |                                      |                                      |                                      |

|                          |  |  |  |  |   |   |  |   |
|--------------------------|--|--|--|--|---|---|--|---|
| Legal/Risk<br>Management |  |  |  |  | ○ | ○ |  | ○ |
|--------------------------|--|--|--|--|---|---|--|---|

(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 information.

As we aim to reach our 100 Billion JPY in consolidated GMV goal this year, the Global Commerce Business will focus on the improvement and fortification of Buyee's services centered around delivery plans and payment options. The Value Cycle Business will focus on purchasing high ticket items and fortifying domestic sales. The Entertainment Business will focus on increasing circulation by increasing partnerships and users on its entertainment tailored EC platform, Groobee.

In the E-Commerce Business, Global Commerce endeavored to boost GMV by broadening the range of languages available and offering more cost-effective shipping choices, reinforced by vigorous marketing initiatives. Value Cycle sought to augment the volume of acquisitions and amplify sales via diversified outlets, thereby expanding revenue streams. Entertainment experienced a surge in GMV, attributable to merchandise sales at major events and the growing adoption of the Groobee platform. The Incubation Business recorded sales on its investment securities.

As a result, the annual consolidated net sales were 32,508 million JPY (up 8.9% year on year), operating income was 4,501 million JPY (FY2022 was 328 million JPY), ordinary income was 4,053 million JPY (FY2022 was 212 million JPY), and net income attributable to owners of parent was 2,198 million JPY (net losses attributable to owners of parent in FY2022 was 211 million JPY).

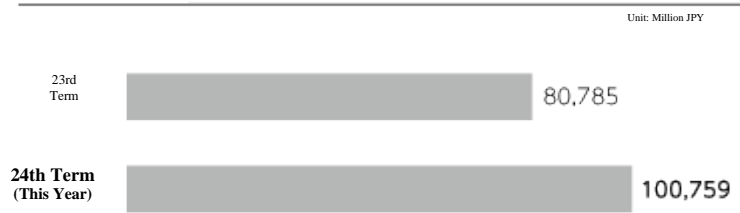
The consolidated GMV for FY2023 was 100.7 billion JPY (up 24.7% year on year) which put us over the top to achieve our goal of 100 billion JPY in GMV.

The book value for our operational investment securities at the end of September 2023 was 3.9 billion JPY (book value in September 2022 was 12.8 billion JPY). The market value at the end of September 2023 has fallen to 21.7 billion JPY (market value as of September 2022 was 30.0 billion JPY). The main reason for the decrease of the book value and market value are due to the sales of investments and down round fundraising conducted by investments.<sup>1</sup>

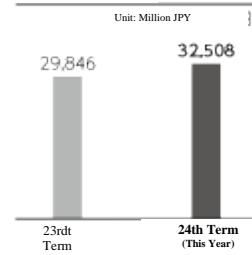
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<sup>1</sup> Refer to the Incubation Business section for the calculation logic.

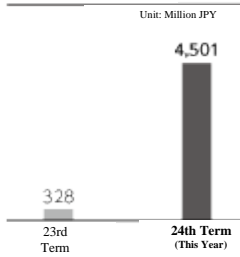
### GMV



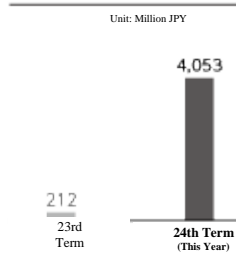
### Net Sales



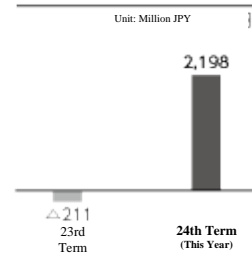
### Operating Income



### Ordinary Income



### Net Profit Attributable to Owners of Parent Company



The achievements of each business segment are as follows.

The Group had structured its segments by business domain, with "E-commerce Business" and "Incubation Business" being the two reporting segments.

The "Incubation Business" was previously comprised of two categories: "Investment and Consultation Business" and "Pre-Monitized Start-up Business." Given their growing impact on our consolidated performance, we have determined that it is necessary to enhance transparency and provide a clearer picture of the financial contributions from each segment. Consequently, we have made the decision to report "Pre-Monitized Start-up Business" as individual segments, separate from the "Incubation Business."

The "Investment and Consultation Business" will continue to be included within the "Incubation Business" segment. However, businesses previously labeled as "Pre-Monitized Start-up Business" will now be categorized under "Other Businesses," in recognition of their respective scales.

Moreover, two ventures that were part of the "Incubation Business," the fashion-specific Cross Border E-Commerce business (FASBEE) and the entertainment industry focused EC platform business (Groobee), have matured to the extent that their establishment as stand-alone businesses is imminent. As such, these will now fall under the "E-commerce Business" segment, specifically within the "Global Commerce" and "Entertainment" subdivisions, respectively.

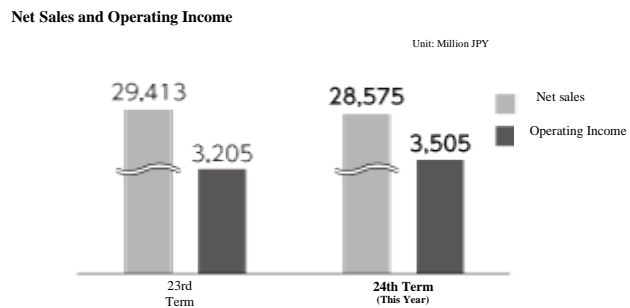
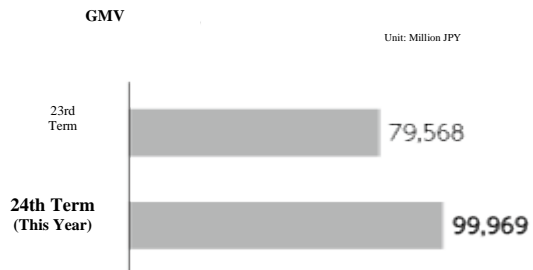
To maintain consistency and comparability, we have retroactively applied this new segmentation to the data from the previous consolidated fiscal year, ensuring that all reported figures are aligned with the current structure.

## i E-Commerce Business

---

Net Sales 28,575 million JPY/Operating Income 3,505 million JPY

For the E-Commerce Business as a whole, net sales were 28,575 Million JPY (down 2.9% year on year) and operating income was 3,505 Million JPY (up 9.4% year on year).



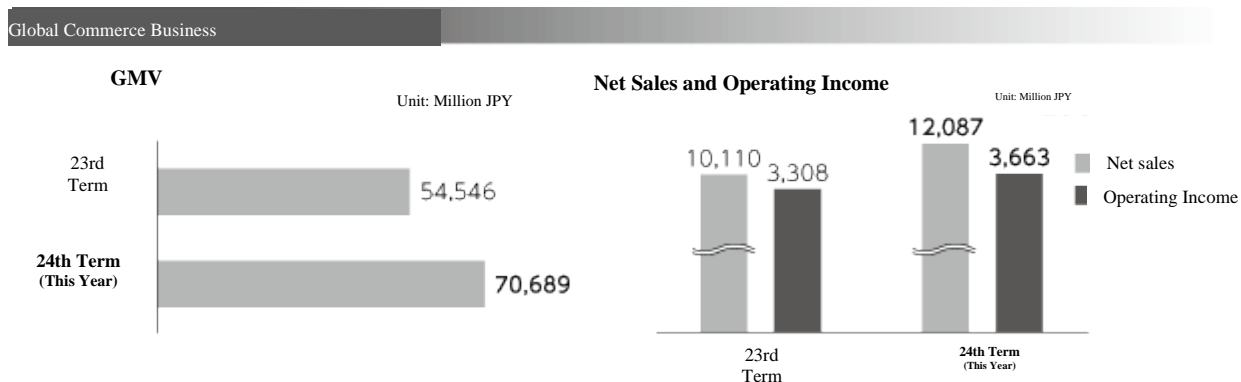
## Global Commerce Business

The Overseas Forwarding and Proxy Purchasing Business (From Japan) saw significant improvements in user experience through revisions to the fee structure, the launch of a high-bid auction feature, the addition of a post-payment option, and the introduction of a new, more economical shipping plan aimed at light parcels destined for the United States and Hong Kong through Buyee. Buyee implemented aggressive marketing campaigns, distributing discount coupons applicable to product prices and international shipping fees, culminating in a 35.8% year-over-year surge in GMV, further boosting user engagement. Buyee embarked on a collaborative venture with Delivered Korea Inc., an investee company, to facilitate cross-border e-commerce acquisitions from Korea, significantly diversifying the range of Korean merchandise offered on its platform. The "Buyee Connect" service which allows Japanese EC sites to ship overseas by adding a few tag lines on its site continues to increase its coverage with interior EC shop "WILD-1 Online Store", operated by KANSEKI Co., Ltd., being one of the recent new partners.

The Global Shopping Business (To Japan) has expanded its purchasing capabilities to include products listed on eBay from France and the Netherlands on its shopping site, "Sekaimon." However, sales dropped as external factors such as the depreciation of the yen made it more difficult for users to purchase items from overseas.

The Cross Border EC Service specializing in fashion, FASBEE, has spun out of the Incubation Segment into the Global Commerce Business as of this fiscal year.

As a result, net sales were 12,087 million JPY (up 19.6% year on year) and operating income was 3,663 million JPY (up 10.7% year on year).





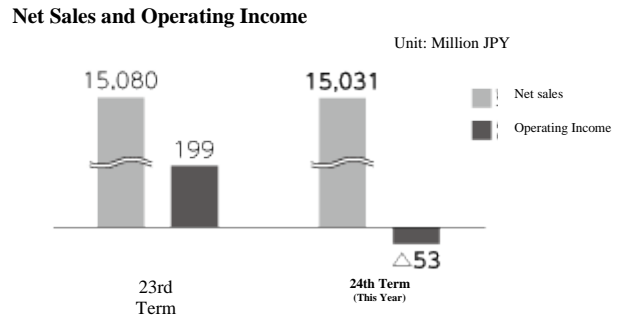
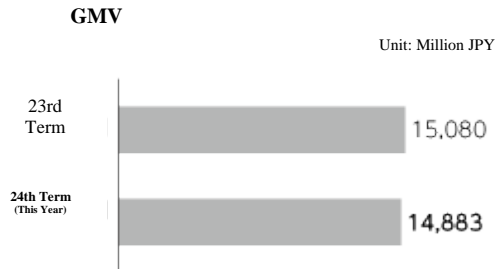
## Value Cycle Business

In our Apparel Reuse Business, we encountered a challenge with a reduced close rate over the term. However, dedicated efforts to enhance customer service starting from 3Q yielded positive results, culminating in a notable improvement in in-store close rates. This momentum carried through to 4Q, which recorded the highest purchase volume in any quarter thus far. On the sales front, vigorous efforts in 4Q resulted in the highest sales for any quarter on record. Despite this peak, the overall term was impacted by a transient dip in inventory levels, stemming from staffing shortages in listing operations and challenges in procurement. Furthermore, there was a year-over-year dip in sales volume, exacerbated by a reduction in the handling of luxury watches, which was attributed to a market slump and a consequent fall in the average sale price per unit.

In the Liquor Mediation Business, strategic initiatives to boost acquisitions have borne fruit, notably through the launch of targeted purchase campaigns and the adoption of competitive pricing strategies. These efforts have been particularly effective for whiskey, leading to a significant uptick in acquisition volumes. On the sales front, while the domestic market experienced a downtrend in unit sales prices, the company pivoted effectively by concentrating on the sale of domestic whiskey and wine. This strategic shift not only compensated for the lower prices but also facilitated an overall increase in sales for the fiscal year.

As a result, net sales were 15,031 million JPY (down 0.3% year on year) and operating losses were 53 million JPY (operating income in FY2022 was 199 million JPY).

### Value Cycle Business

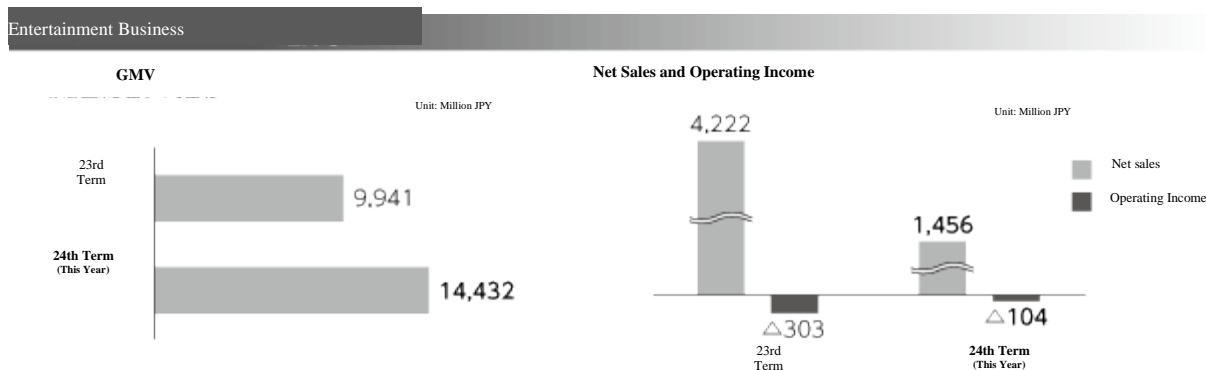


## Entertainment Business

The Entertainment Business experienced a notable surge in GMV, propelled by the successful execution of large-scale events and concerts. This was further amplified by the strategic realignment of "Groobee," an EC platform specifically crafted for the entertainment sector, which transitioned into this segment from the Incubation Business. Groobee's adoption rate accelerated considerably, as evidenced by the onboarding of "ASOBIMALL" which is a mall-type online store selling merchandise for artists, celebrities and social media influencers that are signed with ASOBISYSTEM Co., Ltd. as well as "Anime Times Store," managed by The Anime Times Company, marking the platform's implementation across over 100 sites. Concurrently, concerted efforts to enhance UI and UX on existing e-commerce sites, along with the integration of online lotteries, resulted in marked improvements in user engagement and sales. These initiatives collectively yielded a robust 45.2% increase in GMV.

The accounting process for one of this segment's main artists has changed to a commission-based system so the way net sales is booked has changed from the price of the entire item sold to just the commission received from the sales.

As a result, net sales were 1,456 million JPY (down 65.5% year on year) and operating losses were 104 million JPY (operating losses in FY2022 was 303 million JPY).



## ii Incubation Business

Net Sales 3,709 million JPY/Operating Income 2,972 million JPY

The Investment and Consultation Business sold off some of its investment securities for roughly 3,469 million JPY.

New Businesses, which was listed under the Incubation Business until last year, has spun out into Other Businesses beginning this fiscal year.

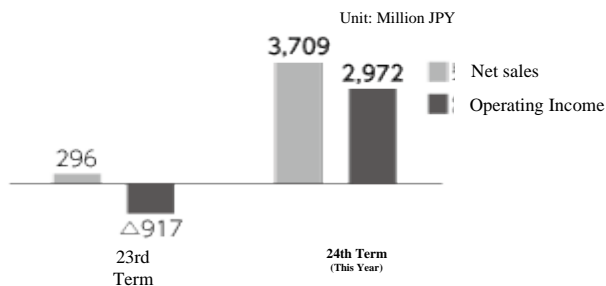
As a result, net sales were 3,709 million JPY (net sales in FY2022 were 296 million JPY) and operating income was 2,972 million JPY (operating losses in FY2022 was 917 million JPY).

The book value for our operational investment securities at the end of September 2023 was 3.9 billion JPY (book value as of September 2022 was 12.8 billion JPY). The market value at the end of September 2023 was 21.7 billion JPY (market value as of September 2022 was 30.0 billion JPY). The main reason for the decrease of the book value and market value are due to the sales of investments and down round fundraising conducted by investments.

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

### Incubation Business

#### Net Sales and Operating Income



## lii Other Businesses

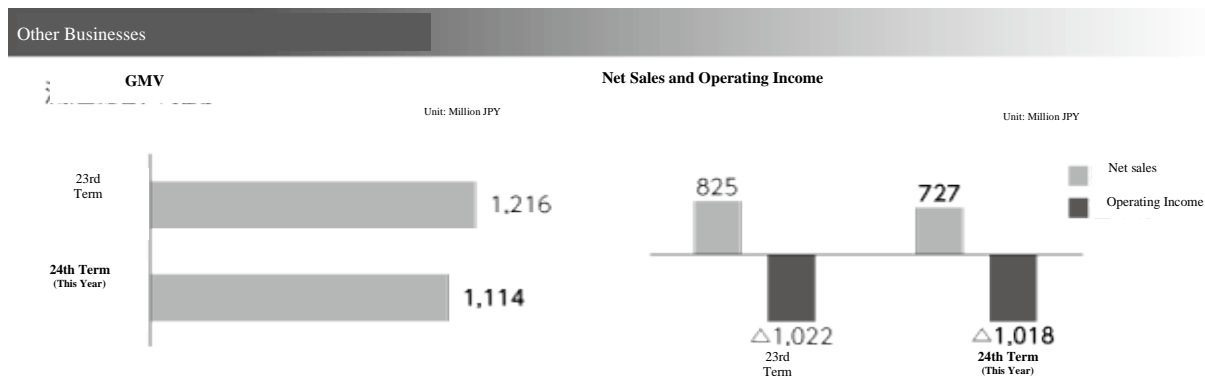
Net Sales 727 million JPY/Operating Income  $\Delta$ 1,018 million JPY

The Cross Border EC Support Business is empowering Japanese companies to establish and manage their storefronts on prominent overseas marketplaces, such as "Shopee" in Southeast Asia. This strategy is devised to bolster sales across these platforms, in line with our commitment to facilitating global commerce.

The Travel Business is broadening its array of services with the development of reservation systems tailored for inbound visitors, catering to the boosting tourism market. The "FanVas" shuttle service, which provides a vital link between concert venues and train stations, has now been augmented with new packages that include accommodation options. These packages are designed to enhance the overall convenience for users, adding value to their experience.

The SaaS-type Cross Border HR Platform "Linkus" is at the forefront of integrating technology with the recruitment of international talent. The platform is not only facilitating the employment of specific skilled workers — a sector poised for growth — but is also constantly evolving with the integration of new features. This continual enhancement of "Linkus" underscores our commitment to streamlining the employment process for overseas talent and contributing to a more dynamic, interconnected workforce.

As a result, net sales were 727 million JPY (down 11.9% year on year) and operating losses were 1,018 million JPY (operating losses in FY2022 were 1,022 Million JPY).



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

| Segment               | (Previous Fiscal Year)<br>23rd Term<br>(September 2022) | (Current Fiscal Year)<br>24th Term<br>(September 2023) | Year on Year              |          |
|-----------------------|---------------------------------------------------------|--------------------------------------------------------|---------------------------|----------|
|                       | Amount<br>(Unit: mil JPY)                               | Amount<br>(Unit: mil JPY)                              | Amount<br>(Unit: mil JPY) | % Change |
| E-Commerce Business   | 29,413                                                  | 28,575                                                 | △838                      | △2.9%    |
| Global Commerce       | 10,110                                                  | 12,087                                                 | 1,977                     | 19.6%    |
| Value Cycle           | 15,080                                                  | 15,031                                                 | △49                       | △0.3%    |
| Entertainment         | 4,222                                                   | 1,456                                                  | △2,766                    | △65.5%   |
| Incubation Business   | 296                                                     | 3,709                                                  | 3,412                     | —        |
| Other Businesses      | 825                                                     | 727                                                    | △97                       | △11.9%   |
| Corporate/Adjustments | △689                                                    | △503                                                   | 186                       | —        |
| Total                 | 29,846                                                  | 32,508                                                 | 2,662                     | 8.9%     |

(2) Status of equipment investment

The total amount of capital investment made by our corporate group was 189 million JPY in FY2023, which was primarily due to system investments in the Entertainment 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

On 1 April 2023, our subsidiary, monosense Ltd., underwent an absorption-type merger with BEENOS Entertainment Inc., resulting in monosense Ltd. being the surviving entity and BEENOS Entertainment Inc. being dissolved. Subsequent to this merger, monosense Ltd. has officially changed its name to BEENOS Entertainment Inc.

(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

We, the BEENOS Group, list our Purpose as "Creating the Next Standards of the world and increasing its potential using our ambition and technology." We will use the power of technology and the experience we have accrued in Global Commerce to connect, people, products and information to the global market and be on the "Global Platform Frontier" to create and provide new possibilities for the world.

We will connect domestic and foreign marketplaces to deliver the many great products the world has to offer to consumers no matter where they are on the globe. We are starting with the distribution of Japanese products worldwide to create a global commerce infrastructure to increase corporate value.

Our strategies to create a global platform are listed as follows. The strategies listed have been decided at the end of the current fiscal year.

① Strategy for Global Commerce

Our mission is to globally deliver products to anyone who desires them, creating a service that excels not just in pricing but also in enhancing the UX and customer support. We aim to integrate the purchasing of products from Japan and worldwide into the daily routines of overseas users, strengthening our collaboration with global platforms. We will also harness technology like AI to establish a robust operational system and secure profitability.

② Strategy for Value Cycle

Our goal is to recognize and add value to objects, connecting people through them. In the burgeoning reuse market, both in Japan and globally, our focus is on "luxury goods" and "alcoholic beverages" to develop a cross-border distribution system. We strive to "buy at higher prices" by selling at suitable prices in high-demand regions, utilizing both domestic and international sales channels. Our approach includes expanding purchase volumes through new store openings and enhanced customer service, while boosting sales by reinforcing our sales channels and focusing on marketing and SEO for each channel.

③ Strategy for Entertainment

Our mission is to lead the digital transformation in the entertainment industry and maximize the revenues of content holders. We plan to grow distribution by improving our entertainment-specialized EC platform's functionalities and increasing its adoption. We will

also actively promote monetization diversification and operational systemization for better profitability. With the global appeal of Japanese content, including anime, we will facilitate the development of cross-border products and services through this platform, aiming to establish ourselves as a global entertainment platform beyond Japan.

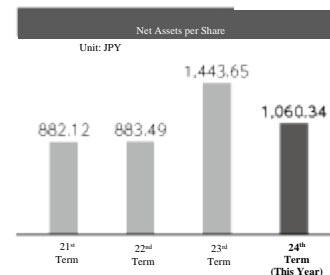
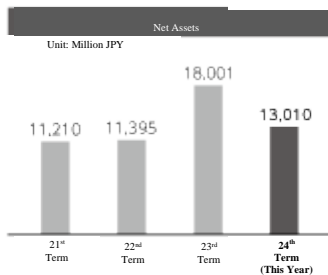
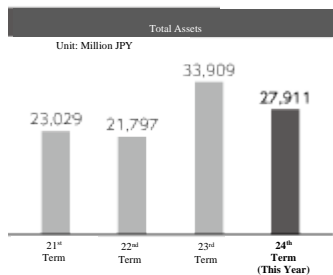
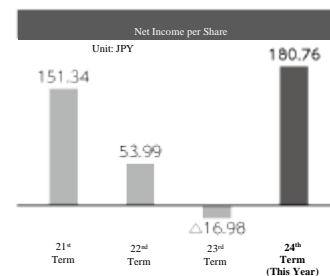
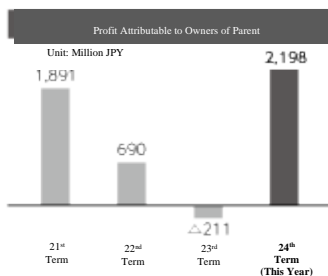
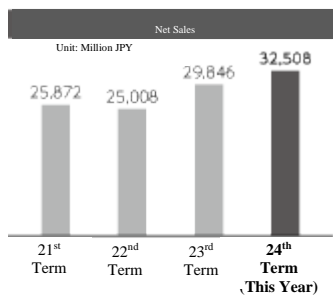
#### ④ Strategy for New Businesses

Acknowledging the rapid changes in the IT industry, our company is committed to continuous innovation and value creation. We have consistently ventured into new business areas and will keep investing in sectors that enhance our current operations and are projected to grow in the future. Simultaneously, we will exercise cost control and assess business viability, making informed decisions regarding business continuity.

(9) Financial position and profits and losses

| Classification                                        | 21 <sup>st</sup> Term<br>(September 2020) | 22 <sup>nd</sup> Term<br>(September 2021) | 23 <sup>rd</sup> Term<br>(September 2022) | (Current Fiscal Year)<br>24 <sup>th</sup> Term<br>(September 2023) |
|-------------------------------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|--------------------------------------------------------------------|
| Net Sales (mil JPY)                                   | 25,872                                    | 25,008                                    | 29,846                                    | 32,508                                                             |
| Net Income<br>(△Net Losses) (mil JPY)                 | 1,891                                     | 690                                       | △211                                      | 2,198                                                              |
| Net Income per Share<br>(△Net Losses per Share) (JPY) | 151.34                                    | 53.99                                     | △16.98                                    | 180.76                                                             |
| Total Assets (mil JPY)                                | 23,029                                    | 21,797                                    | 33,909                                    | 27,911                                                             |
| Net Assets (mil JPY)                                  | 11,210                                    | 11,395                                    | 18,001                                    | 13,010                                                             |
| Net Assets per Share (JPY)                            | 882.12                                    | 883.49                                    | 1,443.65                                  | 1,060.34                                                           |

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





(10) Main business segment of the corporate Group (as of 30 September 2023)

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

## (11) Status of Main Subsidiaries

| Company Name                | Capital Funds or Investment Amount (Unit Currency) | Voter Holding Ratio | Business Description                              |
|-----------------------------|----------------------------------------------------|---------------------|---------------------------------------------------|
| Tenso inc                   | 100 mil JPY                                        | 100.0 %             | Overseas Forwarding and Proxy Purchasing Business |
| TAIWAN TENSO. INC           | 5,580<br>(1,000 TWD)                               | 100.0 %<br>(100.0)% | Overseas Forwarding and Proxy Purchasing Business |
| Shop Airlines, Ltd.         | 100 mil JPY                                        | 100.0 %             | Global Shopping Business                          |
| Shop Airlines America, Inc. | 3,500<br>(1,000 USD)                               | 100.0 %<br>(100.0)% | Global Shopping Business                          |
| Defactostandard, Ltd.       | 100 mil JPY                                        | 100.0 %             | Internet Shopping and Buy-Back Business           |
| JOYLAB, inc                 | 10 mil JPY                                         | 100.0 %             | Liquor Mediation Business                         |
| BEENOS Asia Pte. Ltd.       | 30 mil JPY                                         | 100.0 %             | Entertainment Business                            |
| BeeCruise Inc.              | 10,800<br>(1,000 USD)                              | 100.0 %             | Investment and Consultation Business              |
| FASBEE inc.                 | 100 mil JPY                                        | 100.0 %             | Development of new Business                       |
| BEENOS Travel Inc.          | 100 mil JPY                                        | 100.0 %             | Cross Border EC services specializing in fashion  |
| BEENOS Asia Pte. Ltd.       | 100 mil JPY                                        | 100.0 %             | Japan Inbound Travel Business                     |
| BEENOS HR Link Inc.         | 100 mil JPY                                        | 100.0 %             | SaaS type Cross Border HR Platform                |
| BeenoStorm Inc.             | 75 mil JPY                                         | 100.0 %             | e-Sports Business                                 |

Note: 1. The ratio inside the parentheses signifies the indirect holding ratio

2. Monosense Ltd. merged with BEENOS Entertainment Inc. on 1 April 2023 and subsequently changed its name to BEENOS Entertainment Inc.

(12) Main offices (as of 30 September 2023)

① BEENOS office

| Name        | Location         |
|-------------|------------------|
| BEENOS Inc. | Shinagawa, Tokyo |

② Subsidiary Offices

| Company name               | Location                       |
|----------------------------|--------------------------------|
| Tenso, inc.                | Shinagawa, Tokyo               |
| TAIWAN TENSO, INC.         | Taipei, Taiwan                 |
| Shop Airlines, Ltd.        | Shinagawa, Tokyo               |
| Shop Airlines America, Inc | Redondo Beach, California, USA |
| Defactostandard, Ltd       | Ota, Tokyo                     |
| JOYLAB inc                 | Chuo, Osaka                    |
| BEENOS Entertainment Inc.  | Shinagawa, Tokyo               |
| BEENOS Asia Pte Ltd.       | Republic of Singapore          |
| BeeCruise Inc.             | Shinagawa, Tokyo               |
| FASBEE inc.                | Shinagawa, Tokyo               |
| BEENOS Travel Inc.         | Shinagawa, Tokyo               |
| BEENOS HR Link Inc.        | Shinagawa, Tokyo               |
| BeenoStorm Inc.            | Shinagawa, Tokyo               |

## (13) Status of Employees (as of September 2023)

## ① Status of employees for the corporate group

| Segment          |                 | Employees | Fluctuation from previous fiscal year |
|------------------|-----------------|-----------|---------------------------------------|
| E-Commerce       | Global Commerce | 147( 82)  | △15( 13)                              |
|                  | Value Cycle     | 128( 280) | 6( 33)                                |
|                  | Entertainment   | 42( 10)   | 4( 1)                                 |
| Incubation       |                 | 2( —)     | —( —)                                 |
| Other Businesses |                 | 98( 19)   | 23( 4)                                |
| Corporate        |                 | 47( 7)    | —( 2)                                 |
| Total            |                 | 464( 398) | 18( 53)                               |

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

3. Due to the change in business segments from this consolidated fiscal year, we have reclassified the number of employees from the previous consolidated fiscal year according to the new business segments for comparison.

## ② Status of employees of the company

| Gender        | Employees | Fluctuation from previous fiscal year | Average Age | Average length of service |
|---------------|-----------|---------------------------------------|-------------|---------------------------|
| Male          | 58( 5)    | 11( —)                                | 35.3        | 4.2 Years                 |
| Female        | 30( 5)    | —( 3)                                 | 34.7        | 4.1 Years                 |
| Total/Average | 88( 10)   | 11( 3)                                | 35.0        | 4.2 Years                 |

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

(14) Status of Main Lenders (as of 30 September 2022)

| Lender                               | Lending Amount (Unit: mil JPY) |
|--------------------------------------|--------------------------------|
| Sumitomo Mitsui Banking Corporations | 1,600                          |
| Resona Bank, Ltd.                    | 1,300                          |
| MUFG Bank, Ltd.                      | 1,050                          |

(15) Other important items relevant to the corporate group

Not applicable

## 2. Status of Shares (30 September 2023)

|                                |                                               |
|--------------------------------|-----------------------------------------------|
| (1) Total Authorized Shares    | 45,000,000                                    |
| (2) Total Issued Shares        | 12,876,995(Including 806,666 Treasury Shares) |
| (3) Number of Shareholders     | 7,419                                         |
| (4) Main Shareholders (Top 10) |                                               |

| Shareholder's Name                                                             | Number of Shares | Shareholder Ratio |
|--------------------------------------------------------------------------------|------------------|-------------------|
| Custody Bank of Japan, Ltd. (Trust port)                                       | 1,601,400        | 13.27%            |
| The Master Trust Bank of Japan, Ltd.                                           | 1,001,800        | 8.30%             |
| Central Tanshi FX Co. Ltd.                                                     | 361,600          | 3.00%             |
| Teruhide Sato                                                                  | 306,200          | 2.54%             |
| BBH FOR FINANCIAL INVESTORS TR - GRANDEUR<br>PEAK GLOBAL CONTRARIAN FUND       | 270,600          | 2.24%             |
| GOLDMAN SACHS & CO. REG                                                        | 268,985          | 2.23%             |
| NORTHERN TRUST GLOBAL SERVICES SE,<br>LUXEMBOURG RE CLIENTS NON-TREATY ACCOUNT | 267,000          | 2.21%             |
| JP JPMSE LUX RE CITIGROUP GLOBAL MARKETS L<br>EQ CO                            | 247,383          | 2.05%             |
| GOLDMAN SACHS INTERNATIONAL                                                    | 245,400          | 2.03%             |
| BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)                                     | 222,211          | 1.84%             |

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

### (5) Status of shares issued to officers in exchange for the execution of their duties during the current fiscal year

| Eligible Persons                                                           | Shares | Number of Holders |
|----------------------------------------------------------------------------|--------|-------------------|
| Directors<br>(Excluding Members of the Audit and<br>Supervisory Committee) | 17,200 | 3                 |
| External Directors                                                         | —      | —                 |
| Directors<br>(Members of the Audit and Supervisory<br>Committee)           | —      | —                 |



### 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 2023)

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

Not applicable

(3) Other important information of New Stock Acquisition Rights

|                                      | 12 <sup>th</sup> New Stock Acquisition Rights                           |                                                               |
|--------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------|
| Date of Resolution                   | 6 February 2020                                                         |                                                               |
| Classification                       | Directors<br>(Excluding Members of the Audit and Supervisory Committee) | Directors<br>(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 2023)

| Position in Company                                                | Name                   | Responsibility and important concurrent positions                                         |
|--------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------------|
| President                                                          | Shota Naoi (M)         | Group CEO<br>President and CEO, tenso, inc.<br>President and CEO, BeeCruise Inc.          |
| Vice President                                                     | Koji Nakamura (M)      | Group CFO<br>President and CEO, BEENOS Partners, Inc.                                     |
| Director                                                           | Kenichi Sento (M)      | President and CEO, Defactostandard, Ltd.                                                  |
| Director                                                           | Naofumi Nishi (M)      | Partner of Bain Capital Private Equity Japan LLC                                          |
| Director                                                           | Yasukazu Joho (M)      | —                                                                                         |
| Director<br>(Full-time Audit &<br>Supervisory Committee<br>Member) | Kibo Kondo (M)         | CEO, Zeon Consulting Co., Ltd.<br>Auditor, Sophia Holdings Co., Ltd.                      |
| Director<br>(Audit & Supervisory<br>Committee Member)              | Yoshindo Takahashi (M) | Adviser, Executive Partners Inc.<br>Director, Ceres inc.<br>Director, Tokyo Tsushin, Inc. |
| Director<br>(Audit & Supervisory<br>Committee Member)              | Haruka Osawa (F)       | Partner of Miura & Partners                                                               |

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

2. BEENOS has registered external directors Naofumi Nishi, Yasukazu Joho, Kibo Kondo, Yoshindo Takahashi and Haruka Osawa 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, Yoshindo Takahashi and Haruka Osawa 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<br>(mil JPY) | Remuneration Breakdown (mil JPY) |                               |                              | Number of<br>Corresponding<br>Directors |
|------------------------------------------------------------------------------|---------------------------------|----------------------------------|-------------------------------|------------------------------|-----------------------------------------|
|                                                                              |                                 | Basic<br>Remuneration            | Results Based<br>Remuneration | Non-monetary<br>Remuneration |                                         |
| Director<br>(Excluding Audit & Supervisory Committee<br>Members)             | 232<br>(3)                      | 89<br>(3)                        | 107<br>(—)                    | 36<br>(—)                    | 5<br>(1)                                |
| Directors<br>(Audit & Supervisory Committee Members)<br>(External Directors) | 26<br>(26)                      | 26<br>(26)                       | —                             | —                            | 4<br>(4)                                |

(NOTE)1. The performance-linked compensation is incorporated into the director bonuses allocated for the fiscal year under review

2. The non-monetary compensation referenced pertains to stock-based compensation with transfer restrictions, which the company awards to its directors

3. There were 8 directors at the end of the term. The variance between this count and the number of compensated personnel arises from including a director who retired at the end of their term during the 23rd Annual General Meeting of Shareholders on 16 December 2022

(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

① Basic Concept of the Compensation System for Directors

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.

② Approach to Compensation Structure for Directors

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"> <li>• Compensation levels shall be determined based on the amount of ordinary profit in the previous year and in accordance with positions, roles, responsibilities, etc.</li> <li>• Monthly payments are made.</li> </ul>                                                                                                                                                                                                                                 |
| Variable              | Incentive fee<br>(Short-Term Incentive Compensation)                    | <p>Performance-linked remuneration to steadily accumulate results for each fiscal year</p> <ul style="list-style-type: none"> <li>• 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</li> </ul> <p>The base amount of consolidated ordinary income is shown in the consolidated statements of income.</p> <ul style="list-style-type: none"> <li>• Payment shall be made in a lump sum after the end of each fiscal year.</li> </ul> |
|                       | Restricted stock awards<br>(Medium-to long-term incentive remuneration) | <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"> <li>• The "standard amount" shall be set according to the job responsibilities, etc.</li> <li>• 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.</li> </ul>                                                                                                              |

|  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  |  | <ul style="list-style-type: none"> <li>· 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.</li> <li>· The number of shares to be granted shall not exceed 100,000 shares per year.</li> <li>· Payment shall be made within 1 month after the meeting of the Board of Directors held after the annual general meeting of shareholders.</li> <li>· 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.</li> </ul> |
|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Note: 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.

③ 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

① Director Compensation Deliberation and Decision Process

The process for determining director compensation is as follows under the company's "Director Rules":

- Compensation for directors (excluding those serving as audit committee members) is proposed by Representative Director Shota Naoi. This proposal considers factors like performance, role, responsibility, and results. The Board of Directors then decides on these compensations within the remuneration limits set at the AGM.
- Compensation for directors serving as Audit and Supervisory Committee members is established through discussions among themselves, adhering to the remuneration framework agreed upon at the AGM.

② Role and Activities of the Board of Directors

The Board of Directors operates as an entity that supervises officers from an independent and objective standpoint. It deliberates and decides on matters related to director compensation, including the development and modification of relevant systems, which are formalized as "Director Rules." Key decisions on director compensation for this fiscal year included:

- 16 December 2022: Deliberation on director compensation for fiscal year 2023
- 13 January 2023: Decision on payment equivalent to the monetary value of restricted stock granted to directors and executive officers
- 26 October 2023: Deliberation on the director bonus (performance-linked compensation) for fiscal year 2023

(6) Items on external officers

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

|                                                                 |                    |                                                                                           |
|-----------------------------------------------------------------|--------------------|-------------------------------------------------------------------------------------------|
| Director                                                        | Naofumi Nishi      | Partner of Bain Capital Private Equity Japan LLC                                          |
| Director<br>(Full-time Audit & Supervisory<br>Committee Member) | Yasukazu Joho      | —                                                                                         |
| Director<br>(Audit & Supervisory Committee<br>Member)           | Kibo Kondo         | CEO, Zeon Consulting Co., Ltd.<br>Auditor, Sophia Holdings Co., Ltd.                      |
| Director<br>(Audit & Supervisory Committee<br>Member)           | Yoshindo Takahashi | Adviser, Executive Partners Inc.<br>Director, Ceres inc.<br>Director, Tokyo Tsushin, Inc. |
| Director<br>(Full-time Audit & Supervisory<br>Committee Member) | Haruka Osawa       | Partner of Miura & Partners                                                               |

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      | 20 of 21                 | —                                                | Nishi leveraged his wide-ranging experience and expertise from a global investment firm and provided valuable suggestions and counsel for our company's overall management from a neutral perspective.                            |
| External Director<br>(Full-time Audit & Supervisory Committee Member) | Yasukazu Joho      | 21 of 21                 | 12 of 12                                         | Joho actively participated in discussions and offer guidance aimed at enhancing the transparency and integrity of management, while reinforcing corporate governance with a foundation in financial expertise.                    |
| External Director<br>(Audit & Supervisory Committee Member)           | Kibo Kondo         | 21 of 21                 | 12 of 12                                         | Kondo's involvement as a CPA included critical questioning and advice to uphold and improve management transparency and soundness, bolster corporate governance, and support the Board of Directors in making informed decisions. |
|                                                                       | Yoshindo Takahashi | 21 of 21                 | 12 of 12                                         | Takahashi drew on his experience in corporate management and contributed through active questioning and advice, focusing on enhancing management's transparency and soundness, and strengthening corporate governance.            |
|                                                                       | Haruka Osawa       | 17 of 17                 | 10 of 10                                         | Osawa played an active role in questioning and advising, ensuring the effective supervision of management as a legal expert with comprehensive experience in corporate law.                                                       |

5. Policy on Decisions for Dividend of Surplus

Our company views the distribution of profits to shareholders through dividends as a key management priority. We are dedicated to broadening our business foundation and bolstering our financial stability, with the aim of providing stable, long-term dividends that are not heavily impacted by performance fluctuations. We are committed to sustaining a consistent, long-term dividend policy while upholding the principle of not reducing dividends.

## 6. Accounting Auditors

(1) Name of Accounting Auditors Grant Thornton Taiyo LLC

(2) Remuneration for the Accounting Auditors

|                                                                                                          | Value (Unit: mil JPY) |
|----------------------------------------------------------------------------------------------------------|-----------------------|
| Amount for remuneration for this fiscal year                                                             | 40                    |
| Total amount of cash and other economic benefits to be paid by the Company and consolidated subsidiaries | 40                    |

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) 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 2023)

(Units: mil JPY)

| Account                            | Amount | Account                                    | Amount |
|------------------------------------|--------|--------------------------------------------|--------|
| (Assets)                           |        | (Liabilities)                              |        |
| Current assets                     | 22,733 | Current liabilities                        | 14,060 |
| Cash and deposits                  | 10,648 | Notes and accounts payable-trade           | 54     |
| Notes and accounts receivable      | 1,367  | Short-term loan                            | 4,250  |
| Operational investment securities  | 3,998  | Current portion of long-term loans payable | 647    |
| Products                           | 2,650  | Accounts payable-other                     | 6,822  |
| Accounts receivable                | 1,211  | Deposits received                          | 996    |
| Consumption tax refunds receivable | 1,611  | Income taxes payable                       | 254    |
| Other                              | 1,317  | Other                                      | 1,034  |
| Allowance for doubtful accounts    | △73    | Fixed liabilities                          | 841    |
| Fixed assets                       | 5,178  | Long-term loans payable                    | 300    |
| Tangible Assets                    | 442    | Deferred tax liabilities                   | 295    |
| Buildings and structures           | 783    | Asset retirement obligations               | 223    |
| Tools, materials and supplies      | 271    | Other                                      | 22     |
| Other                              | 42     | Total liabilities                          | 14,901 |
| Accumulated depreciation           | △654   | (Net assets)                               |        |
| Intangible assets                  | 297    | Shareholders' equity                       | 11,421 |
| Software                           | 297    | Capital stock                              | 2,775  |
| Other                              | 0      | Capital surplus                            | 2,954  |
| Investments etc.                   | 4,438  | Retained earnings                          | 7,256  |
| Investment securities              | 2,983  | Treasury Stock                             | △1,566 |
| Deferred tax assets                | 910    | Other accumulated comprehensive income     | 1,368  |
| Other                              | 544    | Valuation difference on securities         | △215   |
|                                    |        | Foreign currency translation adjustments   | 1,584  |
|                                    |        | Share subscription rights                  | 220    |
|                                    |        | Total net assets                           | 13,010 |
| Total assets                       | 27,911 | Total liabilities and net assets           | 27,911 |

Note: Amounts Rounded down to the nearest million yen.

Consolidated Profit & Loss Statement(1 October 2022 – 30 September 2023)

(Units: mil JPY)

| Account                                           | Amount |        |
|---------------------------------------------------|--------|--------|
| Net sales                                         |        | 32,508 |
| Cost of sales                                     |        | 16,536 |
| Gross profit                                      |        | 15,972 |
| Selling, general and administrative expenses      |        | 11,470 |
| Operating income                                  |        | 4,501  |
| Non-operating income                              |        |        |
| Interest income                                   | 5      |        |
| Subsidy income                                    | 1      |        |
| Guarantee income                                  | 18     |        |
| Other                                             | 33     | 58     |
| Non-operating expenses                            |        |        |
| Interest expenses                                 | 17     |        |
| Equity in loss of affiliates                      | 236    |        |
| Foreign exchange losses                           | 219    |        |
| Commissions paid                                  | 3      |        |
| Loss on investments in partnerships               | 14     |        |
| Other                                             | 14     | 506    |
| Ordinary income                                   |        | 4,053  |
| Extraordinary income                              |        |        |
| Gain on reversal of subscription rights to shares | 11     | 11     |
| Extraordinary losses                              |        |        |
| Impairment loss                                   | 139    |        |
| Loss on retirement of noncurrent assets           | 10     |        |
| Provision for loss on guarantees                  | 132    | 282    |
| Income before income taxes                        |        | 3,782  |
| Income taxes                                      | 1,887  |        |
| Income taxes-deferred                             | △303   | 1,583  |
| Net Income                                        |        | 2,198  |
| Profit attributable to owners of parent           |        | 2,198  |

Note: Amounts Rounded down to the nearest million yen.

Statement of Changes in Net Assets (1 October 2022 to 30 September 2023)

(Units: mil JPY)

|                                                                                              | Shareholders' equity |                 |                   |                |                            |
|----------------------------------------------------------------------------------------------|----------------------|-----------------|-------------------|----------------|----------------------------|
|                                                                                              | Capital stock        | Capital surplus | Retained earnings | Treasury Stock | Total shareholders' equity |
| Balance at 1 October 2022                                                                    | 2,775                | 3,925           | 5,367             | △2,107         | 9,962                      |
| Change during the term                                                                       |                      |                 |                   |                |                            |
| Dividend of surplus                                                                          |                      |                 | △309              |                | △309                       |
| Profit attributable to owners of parent                                                      |                      |                 | 2,198             |                | 2,198                      |
| Purchase of treasury stock                                                                   |                      |                 |                   | △794           | △794                       |
| Disposal of treasury stock                                                                   |                      | △80             |                   | 444            | 364                        |
| Retirement of treasury stock                                                                 |                      | △890            |                   | 890            | —                          |
| Consolidation of items other than shareholders' equity<br>Net changes during the fiscal year |                      |                 |                   |                | —                          |
| Total change during the term                                                                 | —                    | △971            | 1,888             | 541            | 1,458                      |
| Balance at 30 September 2023                                                                 | 2,775                | 2,954           | 7,256             | △1,566         | 11,421                     |

|                                                                                              | Other accumulated comprehensive income |                                                 |                                                     | Share subscription rights | Total net assets |
|----------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------------------------|-----------------------------------------------------|---------------------------|------------------|
|                                                                                              | Other Marketable securities Valuation  | Foreign currency translation Adjustment account | Other Comprehensive income Total accumulated amount |                           |                  |
| Balance at 1 October 2022                                                                    | 6,620                                  | 1,220                                           | 7,841                                               | 198                       | 18,001           |
| Change during the term                                                                       |                                        |                                                 |                                                     |                           |                  |
| Dividend of surplus                                                                          |                                        |                                                 |                                                     |                           | △309             |
| Profit attributable to owners of parent                                                      |                                        |                                                 |                                                     |                           | 2,198            |
| Purchase of treasury stock                                                                   |                                        |                                                 |                                                     |                           | △794             |
| Disposal of treasury stock                                                                   |                                        |                                                 |                                                     |                           | 364              |
| Retirement of treasury stock                                                                 |                                        |                                                 |                                                     |                           | —                |
| Consolidation of items other than shareholders' equity<br>Net changes during the fiscal year | △6,836                                 | 364                                             | △6,472                                              | 22                        | △6,450           |
| Total change during the term                                                                 | △6,836                                 | 364                                             | △6,472                                              | 22                        | △4,991           |
| Balance at 30 September 2023                                                                 | △215                                   | 1,584                                           | 1,368                                               | 220                       | 13,010           |

Note: Amounts Rounded down to the nearest million yen.

Balance Sheet (As of 30 September 2023)

(Units: mil JPY)

| Account Title                         | Amount | Account Title                              | Amount |
|---------------------------------------|--------|--------------------------------------------|--------|
| (Assets)                              |        | (Liabilities)                              |        |
| Current assets                        | 13,835 | Current liabilities                        | 10,367 |
| Cash and deposits                     | 1,127  | Short-term loan                            | 5,250  |
| Operational investment securities     | 1,130  | Current portion of long-term loans payable | 647    |
| Prepaid expenses                      | 189    | Accounts payable-other                     | 3,917  |
| Income taxes refund receivable        | 9      | Accounts payable to related entities       | 185    |
| Accounts due from related companies   | 9,151  | Income taxes payable                       | 15     |
| Advances to affiliated companies      | 187    | Deposits received                          | 65     |
| Loans to a subsidiary                 | 4,002  | Provision for directors' bonuses           | 107    |
| Other                                 | 298    | Losses on guarantees for debt              | 132    |
| Allowance for doubtful accounts       | △2,260 | Other                                      | 46     |
| Fixed assets                          | 5,605  | Fixed liabilities                          | 815    |
| Tangible Assets                       | 50     | Long-term loans payable                    | 300    |
| Buildings                             | 210    | Deferred tax liabilities                   | 455    |
| Tools, materials and supplies         | 121    | Asset retirement obligations               | 59     |
| Other                                 | 4      | Total liabilities                          | 11,183 |
| Accumulated depreciation              | △286   | (Net assets)                               |        |
| Investments etc.                      | 5,555  | Shareholders' equity                       | 7,695  |
| Investment securities                 | 2,455  | Capital stock                              | 2,775  |
| Stocks of subsidiaries and affiliates | 2,845  | Capital surplus                            | 2,140  |
| Proceeds and guarantee deposits       | 132    | Legal capital surplus                      | 1,814  |
| Other                                 | 122    | Other capital surplus                      | 326    |
|                                       |        | Retained earnings                          | 4,344  |
|                                       |        | Legal reserve                              | 21     |
|                                       |        | Other retained earnings                    | 4,323  |
|                                       |        | I Retained earnings brought forward        | 4,323  |
|                                       |        | Treasury Stock                             | △1,566 |

|              |        |                                       |        |
|--------------|--------|---------------------------------------|--------|
|              |        | Valuation and translation adjustments | 342    |
|              |        | Valuation difference on securities    | 342    |
|              |        | Share subscription rights             | 220    |
|              |        | Total net assets                      | 8,257  |
| Total assets | 19,440 | Total liabilities and net assets      | 19,440 |

Note: Amounts Rounded down to the nearest million yen.

Income Statement (1 October 2022 to 30 September 2023)

(Units: mil JPY)

| Account Title                                     | Amount |       |
|---------------------------------------------------|--------|-------|
| Operating revenue                                 |        | 4,435 |
| Operating expenses                                |        | 2,237 |
| Sales profit                                      |        | 2,198 |
| Non-operating income                              |        |       |
| Interest income                                   | 94     |       |
| Foreign exchange gains                            | 0      |       |
| And dividends income                              | 27     |       |
| Guarantee income                                  | 18     |       |
| Fee and commission received                       | 3      |       |
| Miscellaneous income                              | 3      | 148   |
| Non-operating expenses                            |        |       |
| Interest expenses                                 | 22     |       |
| Commissions paid                                  | 3      |       |
| Provision for allowance for doubtful accounts     | 790    |       |
| Loss on investments in partnerships               | 14     |       |
| Miscellaneous loss                                | 10     | 841   |
| Ordinary income                                   |        | 1,505 |
| Extraordinary income                              |        |       |
| Gain on reversal of subscription rights to shares | 11     | 11    |
| Extraordinary losses                              |        |       |
| Valuation loss on shares of affiliates            | 291    |       |
| Provision for loss on guarantees                  | 132    | 424   |
| Income before income taxes                        |        | 1,091 |
| Income taxes                                      | △151   |       |
| Income taxes-deferred                             | 312    | 160   |
| Net Income                                        |        | 930   |

Note: Amounts Rounded down to the nearest million yen.

Statement of Changes in Net Assets (1 October 2022 to 30 September 2023)

(Units: mil JPY)

|                                                                      | Shareholders' equity |                 |                                |                       |                   |                                                                                          |                         |
|----------------------------------------------------------------------|----------------------|-----------------|--------------------------------|-----------------------|-------------------|------------------------------------------------------------------------------------------|-------------------------|
|                                                                      | Capital stock        | Capital surplus |                                |                       | Retained earnings |                                                                                          |                         |
|                                                                      |                      | Capital Reserve | Other equity Retained earnings | Capital surplus Total | Legal reserve     | Other income Retained earnings<br>Retained earnings brought forward<br>Retained earnings | Retained earnings Total |
| Balance at 1 October 2022                                            | 2,775                | 1,814           | 1,297                          | 3,111                 | 21                | 3,701                                                                                    | 3,723                   |
| Changes of items during the period                                   |                      |                 |                                |                       |                   |                                                                                          |                         |
| Dividend of surplus                                                  |                      |                 |                                |                       |                   | △309                                                                                     | △309                    |
| Net Income                                                           |                      |                 |                                |                       |                   | 930                                                                                      | 930                     |
| Purchase of treasury stock                                           |                      |                 |                                |                       |                   |                                                                                          |                         |
| Disposal of treasury stock                                           |                      |                 | △80                            | △80                   |                   |                                                                                          |                         |
| Retirement of treasury stock                                         |                      |                 | △890                           | △890                  |                   |                                                                                          |                         |
| Items other than shareholders' equity<br>Net changes during the year |                      |                 |                                |                       |                   |                                                                                          |                         |
| Total change during the period                                       | —                    | —               | △971                           | △971                  | —                 | 621                                                                                      | 621                     |
| Balance at 30 September 2023                                         | 2,775                | 1,814           | 326                            | 2,140                 | 21                | 4,323                                                                                    | 4,344                   |

|                                    | Shareholders' equity |                            | Valuation and translation adjustments               |                                             | Share subscription rights | Total net assets |
|------------------------------------|----------------------|----------------------------|-----------------------------------------------------|---------------------------------------------|---------------------------|------------------|
|                                    | Treasury Stock       | Shareholders' equity Total | Proof on securities Valuation difference on tickets | Total valuation and translation adjustments |                           |                  |
| Balance at 1 October 2022          | △2,107               | 7,503                      | 491                                                 | 491                                         | 198                       | 8,193            |
| Changes of items during the period |                      |                            |                                                     |                                             |                           |                  |
| Dividend of surplus                |                      | △309                       |                                                     |                                             |                           | △309             |
| Net Income                         |                      | 930                        |                                                     |                                             |                           | 930              |
| Purchase of treasury stock         | △794                 | △794                       |                                                     |                                             |                           | △794             |
| Disposal of treasury stock         | 444                  | 364                        |                                                     |                                             |                           | 364              |
| Retirement of treasury stock       | 890                  | —                          |                                                     |                                             |                           | —                |

|                                                                      |        |       |      |      |     |       |
|----------------------------------------------------------------------|--------|-------|------|------|-----|-------|
| Items other than shareholders' equity<br>Net changes during the year |        | —     | △148 | △148 | 22  | △126  |
| Total change during the period                                       | 540    | 191   | △148 | △148 | 22  | 64    |
| Balance at 30 September 2023                                         | △1,566 | 7,695 | 342  | 342  | 220 | 8,257 |

Note: Amounts Rounded down to the nearest million yen.



## Accounting Audit Report on Consolidated Financial Statements

### Independent Auditors' Report

16 November 2023

BEENOS Inc.

To the Board of Directors

Grant Thornton Taiyo LLC  
Tokyo Office

Designated Limited  
Liability Partners      Certified Public  
Engagement Partner      Accountant      Tetsu Saito

Designated Limited  
Liability Partners      Certified Public  
Engagement Partner      Accountant      Takanori Ishikura

#### Audit Opinion

Pursuant to Article 444-4 of the Companies Act, we have audited the accompanying consolidated financial statements of BEENOS Corporation for the period from 1 October 2022 to 30 September 2023, consisting of the consolidated balance sheet, the consolidated statements of income, the consolidated statements of changes in stockholders' equity, and the consolidated notes thereto.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and the results of the operations of the Group, consisting of BEENOS Inc. and its consolidated subsidiaries, for the periods covered by such consolidated financial statements in conformity with accounting principles generally accepted in Japan.

#### Basis for audit opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under the auditing standards are described in "Auditor's Responsibility in the Audit of Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions of the Code of Professional Ethics in Japan and we fulfill our other ethical responsibilities as an auditor. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Other information

Other descriptions include business reports and supplementary schedules thereof. Management is responsible for preparing and disclosing other information. The responsibility of the Audit and Supervisory Committee is to monitor the execution of directors' duties in the development and operation of the reporting process for other descriptions.

Our opinion in the consolidated financial statements does not include any other statements, and we do not express an opinion on them.

Our responsibility in auditing the consolidated financial statements is to read the other statements and, in the course of reading it, to consider whether there are any material differences between the content of other statements and the consolidated financial statements or the knowledge we have acquired in the course of auditing, and to pay attention to whether there are any other indications of material error in the content of other statements other than such material differences.

We are required to report the fact that, based on the work performed, we determine that there are material errors in other descriptions.

There are no other matters that should be reported by our auditing firm.

#### Responsibility of Management and the Audit and Supervisory Committee for the 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 developing and operating such internal controls as management deems necessary for the preparation and fair presentation of the 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 the matters related to a going concern in accordance with accounting principles generally accepted in Japan.

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

#### Responsibility of Auditors for Auditing Consolidated Financial Statements

The auditor's responsibility is to express an opinion on the consolidated financial statements based on the audit conducted by the auditor on an independent basis in the audit report with reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement due to fraud or error. A misstatement is considered material when it may occur due to fraud or error, and individually or when aggregated, is reasonably likely to affect the decisions of users of the consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, the auditor shall, through the course of the audit, make judgments as an professional expert and conduct the following with professional skepticism:

- Identify and assess material misstatement risks due to fraud or error. In addition, design and implement audit procedures in response to the risks of material misstatements. The selection and application of audit procedures are at the discretion of the auditor. In addition, obtain sufficient and appropriate audit evidence to provide a basis for our opinion.
- Although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of internal control, the auditor considers internal control related to the audit in order to design audit procedures that are appropriate in the circumstances when conducting a risk assessment.
- Assess the appropriateness of fiscal policies adopted by management and their application, as well as the reasonableness of accounting estimates made by management and the reasonableness of related notes.
- To conclude whether it is appropriate for management to prepare a consolidated financial statement on a going concern basis and whether, based on the audit evidence obtained, significant uncertainty exists with respect to events or circumstances that raise substantial doubt about the Company's ability to continue as a going concern. If there is any material uncertainty regarding the Company's ability to continue as a going concern, the Company is required to alert the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements regarding material uncertainty are not appropriate, to express an opinion on the excluded matters in the consolidated financial statements. 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 of the consolidated financial statements and the notes to the consolidated financial statements conform to the accounting principles generally accepted in Japan, the presentation, composition and content of the consolidated financial statements, including the related notes, and whether the consolidated financial statements present fairly the underlying transactions and accounting events.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. The auditor is responsible for directing, supervising and implementing audits of the consolidated financial statements. The auditor is solely responsible for the audit opinion.

The auditor reports to the Audit and Supervisory Committee on the scope and timing of planned audits, significant audit findings, including significant deficiencies in internal controls identified in the course of the audit, and other matters required by the audit criteria.

The auditor shall report to the Audit and Supervisory Committee on compliance with the provisions of professional ethics in Japan regarding independence, matters that are reasonably likely to affect the auditor's independence, and the content of safeguards, if any, to eliminate or mitigate impediments.

#### Interest

There is no interest between the Company and its Consolidated Subsidiaries and the Auditing Corporation or its Operating Partners that should be stated pursuant to the provisions of the Certified Public Accountants Act.

-END-

## Independent Auditor's report

### Independent Auditors' Report

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16 November 2023

BEENOS Inc.

To the Board of Directors

Grant Thornton Taiyo LLC

Tokyo Office

Designated Limited

Liability Partners

Engagement Partner

Designated Limited

Liability Partners

Engagement Partner

Certified Public  
Accountant

Tetsu Saito

Certified Public  
Accountant

Takanori Ishikura

#### Audit Opinion

Pursuant to the provisions of Article 436, Paragraph 2, Item 1 of the Companies Act, we audited the financial statements of BEENOS Inc. for the 24th business year from 1 October 2022, to 30 September 2023, namely, the balance sheet, the profit and loss statement, the statement of changes in net assets, the table of notes to the non-consolidated financial statements, and the supplementary schedules thereof (hereinafter referred to as the "Financial Statements").

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position and profits and losses for the period in which they relate in conformity with accounting principles generally accepted in Japan.

#### Basis for audit opinion

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

#### Other information

Other descriptions include business reports and supplementary schedules thereof. Management is responsible for preparing and disclosing other information. The responsibility of the Audit and Supervisory Committee is to monitor the execution of directors' duties in the development and operation of the reporting process for other descriptions.

Our opinion on the financial statements does not include any other information, and we do not express an opinion on any other information.

Our responsibility in auditing the financial statements, etc. is to review whether there are any material differences between the contents of other statements and the financial statements, etc. or the knowledge we have obtained in the course of auditing, and to pay attention to whether there are any other indications of material errors other than such material differences in the descriptions.

We are required to report the fact that, based on the work performed, we determine that there are material errors in other descriptions.

There are no other matters that should be reported by our auditing firm.

#### Responsibility of Management and Audit Committee for 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 development and operation of internal controls deemed necessary by management for the preparation and fair presentation of financial statements, etc. that are free from material misstatements due to fraud or error.

In preparing financial statements, etc., management is responsible for evaluating whether it is appropriate to prepare financial statements, etc. based on the premise of a going concern, and disclosing such matters when it is necessary to disclose matters concerning a going concern in accordance with accounting standards generally accepted in Japan.

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

#### Responsibility of Auditors for Auditing Financial Statements, etc.

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

In accordance with auditing standards generally accepted in Japan, the auditor shall, through the course of the audit, make judgments as an professional expert and conduct the following with professional skepticism:

- Identify and assess material misstatement risks due to fraud or error. In addition, design and implement audit procedures in response to the risks of material misstatements. The selection and application of audit procedures are at the discretion of the auditor. In addition, obtain sufficient and appropriate audit evidence to provide a basis for our opinion.
- While the purpose of audits of financial statements, etc. is not to express an opinion on the effectiveness of internal controls, the auditor considers internal controls related to audits in order to design audit procedures that are appropriate in the circumstances when conducting risk assessments.
- Assess the appropriateness of fiscal policies adopted by management and their application, as well as the reasonableness of accounting estimates made by management and the reasonableness of related notes.
- To 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, significant uncertainty can be found with respect to events or circumstances that raise substantial doubt about the going concern assumption. If there is any material uncertainty regarding the going concern assumption, the Company is required to alert the Company to the notes to the financial statements, etc. in the audit report, or if the notes to the financial statements, etc. related to material uncertainty are not appropriate, to express an opinion on excluded matters in the financial statements, etc. 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 of financial statements, etc. and the notes comply with corporate accounting standards generally accepted in Japan, the presentation, composition and content of financial statements, etc. including related notes, and whether the financial statements, etc. fairly present the transactions and accounting events underlying the transactions.

The auditor reports to the Audit and Supervisory Committee on the scope and timing of planned audits, significant audit findings, including significant deficiencies in internal controls identified in the course of the audit, and other matters required by the audit criteria.

The auditor shall report to the Audit and Supervisory Committee on compliance with the provisions of professional ethics in Japan regarding independence, matters that are reasonably likely to affect the auditor's independence, and the content of safeguards, if any, to eliminate or mitigate impediments.

#### Interest

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 2022 to 30 September 2023, the 24<sup>th</sup> 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.

20 November 2023

BEENOS, Inc. Audit & Supervisory Committee

Full-time Audit&

Supervisory Committee      Yasukazu Joho      ㊞

Audit & Supervisory Committee      Kibo Kondo      ㊞

Audit & Supervisory Committee      Yoshindo Takahashi      ㊞

Audit & Supervisory Committee      Haruka Osawa

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

-END-