[Reference Translation]

November 6, 2026

Company name:	SIGMAXYZ Holdings Inc. (TSE Prime Market Stock Code: 6088)
Name of representative:	Hiroshi Ota, President, Representative Director
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Notice Concerning Disposal of Treasury Shares by Way of Third-Party Allotment, Conclusion of a New Capital and Business Alliance Agreement, and Change in an Other Affiliated Company

SIGMAXYZ Holdings Inc. (hereinafter the "Company") hereby announces that, at a meeting of the Board of Directors held on November 6, 2026, it resolved to dispose of treasury shares to ITOCHU Corporation (hereinafter "ITOCHU") by way of third-party allotment (hereinafter the "Share Disposal") and to conclude a new capital and business alliance agreement with ITOCHU (hereinafter the "New Agreement"). The details are described below.

In addition, the Company received notice today that a share transfer agreement has been concluded between an existing shareholder of the Company and ITOCHU, pursuant to which shares of the Company's common stock will be transferred to ITOCHU through an off-market negotiated transaction (hereinafter the "Share Transfer"). As a result of the Share Transfer and the Share Disposal, ITOCHU's ratio of voting rights in the Company will exceed 20%, and accordingly ITOCHU is expected to account for its investment in the Company using the equity method, and ITOCHU is therefore expected to become an other affiliated company of the Company. The Company hereby announces this matter as well. Since concluding a capital and business alliance agreement with ITOCHU in April 2021, the Company has advanced collaboration in promoting DX for the client companies of both parties, for companies of the ITOCHU Group, and for ITOCHU's investee companies. The Company believes that this strengthening of the collaboration will contribute both to expanding the SIGMAXYZ Group's client base and to enhancing its ability to deliver transformation.

Furthermore, at the same meeting of the Board of Directors held on the same day, the Company also resolved to repurchase treasury shares (hereinafter the "Share Repurchase"), as described in the "Notice Concerning Determination of Matters Related to Repurchase of Treasury Shares (Repurchase of Treasury Shares Under the Provisions of the Articles of Incorporation Pursuant to the Provisions of Article 459, Paragraph (1) of the Companies Act)" released today.

I. Disposal of Treasury Shares by Way of Third-Party Allotment

1. Overview of the Disposal

(1) Disposal date	December 15, 2026
(2) Number of shares to be disposed of	2,415,000 shares of the Company's common stock
(3) Disposal price	JPY 580 per share

(4) Amount of funds to be raised	JPY 1,400,700,000
(5) Method of offering or disposal (Planned allottee)	All of the shares will be allotted to ITOCHU by way of third-party allotment.
(6) Other	Each of the above items is subject to the registration statement under the Financial Instruments and Exchange Act of Japan becoming effective, the obtaining of clearances required under the Antimonopoly Act and other applicable laws and regulations, and the satisfaction of the other conditions precedent set forth in the New Agreement.
(7) Number of treasury shares after the disposal	2,089,427 shares (planned)

2. Purpose of and Reasons for the Disposal

Under its purpose of "Create a Beautiful Tomorrow Together," the SIGMAXYZ Group works to create corporate value and resolve social issues as a "Sherpa for Strategy Realization" that accompanies client companies from strategy formulation through execution to the realization of results. The Group positions the key transformations that companies must address as the "Three Innovations": "Digital Transformation (DX)," which improves the productivity of existing businesses through the power of digital technology; "Service Transformation (SX)," which develops new businesses that serve as new growth engines; and "Management Transformation (MX)," which builds autonomous organizations that foster innovation. Professionals with diverse capabilities provide consulting services aimed at realizing these transformations. For the fiscal year ending March 31, 2027, the Group has adopted as its business policy the strengthening of its ability to deepen relationships with client companies, the evolution of its business model, and the enhancement of its capabilities and productivity, and as part of this policy it is working to strengthen strategic partnerships, including capital alliances.

As announced in the "Notice Concerning Transition to a Holding Company System through Company Splits (a Simplified Absorption-Type Company Split and a Simplified Incorporation-Type Company Split), Issuance of New Shares by Way of Third-Party Allotment, and Capital and Business Alliance" dated April 22, 2021, the Company concluded a capital and business alliance agreement with ITOCHU (hereinafter the "Former Agreement") and, in May of the same year, implemented a capital increase by way of third-party allotment with ITOCHU as the allottee (2,050,000 shares of common stock [the Company implemented a two-for-one stock split of its common stock effective April 1, 2022 and a further two-for-one stock split effective December 1, 2024; the number of shares after these splits is 8,200,000 shares]; total payment amount of JPY 3,556,750,000). Since then, under the Former Agreement, the two companies have advanced collaboration in promoting DX for their client companies, for companies of the ITOCHU Group, and for ITOCHU's investee companies. In particular, the Company has steadily built a track record of collaboration with ITOCHU Group companies, including ITOCHU Techno-Solutions Corporation, in areas such as the use of generative AI, the development of next-generation management platforms, support for the formulation and execution of IT strategies for CIOs, and data management.

In light of the progress of such collaboration, the Company and ITOCHU have reached a common understanding that further developing and strengthening the existing business alliance framework between them will contribute to enhancing the corporate value of both companies. At a time when the influence of technology, as represented by AI, is rapidly increasing, the agility to create value by combining diverse capabilities from both inside and outside the organization has become more important than ever for the SIGMAXYZ Group as it drives transformation at client companies. The

Company believes that strengthening its collaboration with ITOCHU—which, as a general trading company, has a network spanning a wide range of industries and companies, and which has within its group a diverse array of companies in the digital and IT domains—will contribute both to expanding the SIGMAXYZ Group's client base and to enhancing its ability to deliver transformation.

Through the Share Disposal and the conclusion of the New Agreement, the Company aims to achieve the following. The Company will utilize the broad client network that the ITOCHU Group has in Japan and overseas to expand opportunities to provide the SIGMAXYZ Group's consulting services. Next, by utilizing the knowledge, human assets and other assets held by the digital-related companies of the ITOCHU Group (the ITOCHU Digital Business Group), the Company will enhance its ability to deliver transformation for client companies. In addition, the Company will contribute to the upstream consulting domain of the ITOCHU Digital Business Group Strategy while also working on new value creation, such as the development of new businesses and services, through collaboration with the ITOCHU Group.

Moreover, each of these initiatives can be realized only if both companies continuously commit substantial management resources. The Company has determined that implementing this transaction, which involves a strengthening of the capital relationship, will enhance the effectiveness of these initiatives and contribute to the sustainable growth of the SIGMAXYZ Group and to the enhancement of its corporate value over the medium to long term. For the specific details of the business alliance under the New Agreement, please refer to "II. Conclusion of a Capital and Business Alliance Agreement, 2. Details of the Capital and Business Alliance (New Agreement)" below.

Taking the opportunity presented by the sale of shares held by an existing shareholder of the Company, the Share Disposal is intended to strengthen the capital relationship with ITOCHU, a specific partner, and to solidify a medium- to long-term strategic alliance. Because such a purpose cannot be achieved through a public offering or a secondary offering to a large number of unspecified investors, the Company has selected the method of third-party allotment with ITOCHU as the planned allottee. In addition, the Company has determined to dispose of treasury shares that it holds rather than to issue new shares, which makes it possible to strengthen the capital relationship without increasing the total number of issued shares. As described in "3. (2) Specific use of the funds to be raised and scheduled timing of expenditure" below, the funds to be raised through the Share Disposal will be applied to the repayment of borrowings that increased in connection with growth investments, thereby enhancing the stability of the Company's financial base. In order to deliver a well-balanced return of value to its employees, shareholders and society on a continuing basis, the Company's basic capital policy is to appropriately maintain the level of shareholders' equity required for investment for sustainable growth over the medium to long term and for risk tolerance, and, under its targets for the dividend payout ratio and ROE, the Company implements shareholder returns combining dividends and the repurchase of treasury shares. The Share Disposal is intended to improve financial soundness through a reduction of interest-bearing debt, while the Share Repurchase is implemented separately for the purpose of shareholder returns and the improvement of capital efficiency. The Company believes that both are consistent with its basic capital policy.

The number of shares of the Company to be disposed of through the Share Disposal is 2,415,000 shares (24,150 voting rights), corresponding to 2.81% of the total number of issued shares of 85,977,240 as of September 30, 2026 (and to 2.97% of the total number of voting rights of all shareholders of 814,251 as

of the same date; in each case rounded to two decimal places). The Share Transfer, on the other hand, involves the transfer of already-issued shares of the Company between shareholders outside the market; it therefore causes no change in the total number of issued shares or in the total number of voting rights of all shareholders of the Company, and does not directly affect supply and demand in the secondary market. Furthermore, the Company resolved the Share Repurchase on the same day as the Share Disposal, and if the Share Repurchase is implemented up to its upper limit, the impact of the dilution caused by the Share Disposal is expected to be curbed to a certain extent. For details of the volume of the disposal and the scale of the dilution, please refer to "5. Reasonableness of the Terms of the Disposal, (2) Grounds for determining that the volume of the disposal and the scale of share dilution are reasonable" below. The Company believes that, while a certain degree of dilution will arise for existing shareholders in connection with the Share Disposal, they will be able to enjoy the benefits of the growth of the SIGMAXYZ Group achieved through the strengthening of the capital relationship with ITOCHU and the expansion of collaboration under the New Agreement.

Since the conclusion of the Former Agreement, ITOCHU has continuously held shares of the Company from the perspective of enhancing the Company's corporate value over the medium to long term, and it intends to continue to hold the shares of the Company to be acquired through the Share Disposal under the same policy. Accordingly, the Company believes that the impact of the Share Disposal on the secondary market will be minimal.

3. Amount of Funds to be Raised, Use of Proceeds and Scheduled Timing of Expenditure

(1) Amount of funds to be raised

Total payment amount	JPY 1,400,700,000
Estimated issuance-related expenses	JPY 5,000,000
Estimated net proceeds	JPY 1,395,700,000

(Notes) 1. The estimated amount of issuance-related expenses does not include consumption taxes.
2. The estimated issuance-related expenses consist of legal fees, the cost of preparing the registration statement and other expenses.

(2) Specific use of the funds to be raised and scheduled timing of expenditure

As described in "2. Purpose of and Reasons for the Disposal" above, for the fiscal year ending March 31, 2027 the Company has adopted as its business policy the strengthening of its ability to deepen relationships with client companies, the evolution of its business model and capabilities, and the improvement of productivity through the use of AI and other technologies, and as part of this policy it is also working to strengthen strategic partnerships, including capital alliances. In line with this policy, the Company has borrowed funds for business working capital. The Company plans to apply the entire amount of the funds raised through the Share Disposal to the repayment of borrowings.

Specific use	Total amount	Scheduled timing of expenditure
Repayment of borrowings	JPY 1,395,700,000	December 2026

(Note) The funds raised will be held in a deposit account at a bank with which the Company does business until the time of expenditure.

4. Views on the Reasonableness of the Use of Proceeds

By applying the funds to be raised to the use described in 3. (2) above, the Company will be able to improve its financial structure and reduce its interest burden. In addition, the reduction of interest-bearing debt will enable the Company to secure a stable financial base through an improvement in its equity ratio and a reduction in its financial leverage. Accordingly, the Company has determined that the Share Disposal will contribute to enhancing the Company's corporate value and, in turn, to the interests of existing shareholders, and that the use of proceeds is therefore reasonable.

5. Reasonableness of the Terms of the Disposal

(1) Basis for calculating the payment amount and the specific details thereof

As a result of discussions with the planned allottee, the payment amount for the Share Disposal has been set at JPY 580 per share (amounts of less than one yen are rounded to the nearest whole yen), which is the average share price of the Company's common stock on the Tokyo Stock Exchange for the three-month period up to the trading day immediately preceding the date of the resolution of the Board of Directors relating to the Share Disposal. This price was determined through discussions with the planned allottee, taking into account recent trends in the Company's share price and other circumstances, with reference to the closing price of the Company's common stock on the Tokyo Stock Exchange on the trading day immediately preceding the date of the resolution of the Board of Directors relating to the Share Disposal, as well as to the average share prices for the one-month, three-month and six-month periods up to the same date.

The Company adopted the above method of determining the price because it judged that adopting a leveled figure, namely the average share price over a certain period, rather than using a specific point in time as the benchmark, would enable the price to be determined objectively and reasonably while also giving consideration to the effects of temporary share price fluctuations.

The disposal price represents a discount of 9.09% to the closing price of the Company's common stock of JPY 638 on the trading day immediately preceding the date of the resolution of the Board of Directors relating to the Share Disposal; a discount of 5.84% to the simple average closing price of JPY 616 (amounts of less than one yen are rounded to the nearest whole yen) for the one-month period up to the trading day immediately preceding the date of the resolution of the Board of Directors; and a premium of 1.58% to the simple average closing price of JPY 571 (amounts of less than one yen are rounded to the nearest whole yen) for the six-month period (in each case rounded to two decimal places).

Based on the foregoing, and taking comprehensively into account, among other things, the possibility that both companies will enjoy the economic benefits of an enhancement of the medium- to long-term corporate value of the SIGMAXYZ Group through the strengthening of the capital relationship with ITOCHU and the expansion of collaboration under the New Agreement, the Company has determined that the disposal price conforms to the "Guidelines Concerning the Handling of Capital Increases through Third-Party Allotment" established by the Japan Securities Dealers Association on April 1, 2010, and that it does not constitute a particularly favorable amount for the planned allottee.

In addition, with respect to the above payment amount, all members of the Audit & Supervisory Committee (all three of whom are Outside Directors) have expressed the opinion that the disposal price does not constitute a disposal price that is particularly favorable to the planned allottee and that the disposal is lawful.

(2) Grounds for determining that the volume of the disposal and the scale of share dilution are reasonable

The number of shares of the Company to be disposed of through the Share Disposal is 2,415,000

shares (24,150 voting rights), corresponding to 2.81% of the total number of issued shares of 85,977,240 as of September 30, 2026 (and to 2.97% of the total number of voting rights of all shareholders of 814,251 as of the same date; in each case rounded to two decimal places).

As of September 30, 2026, the Company held 4,504,427 treasury shares, which is a number of treasury shares sufficient to cover the planned number of shares to be disposed of. In addition, on the same day as the Share Disposal, the Company resolved the Share Repurchase, under which the total number of shares that may be repurchased is 3,600,000 shares (maximum) and the total repurchase price is JPY 1,800,000,000 (maximum). If the Share Repurchase is implemented up to its upper limit, the number of issued shares of the Company excluding treasury shares will fall below the level as of the date of the resolution on the disposal, and accordingly the impact of the dilution caused by the Share Disposal is expected to be curbed to a certain extent by the Share Repurchase.

Furthermore, the number of shares to be disposed of was determined as a result of discussions with the planned allottee, taking into account the advancement of a medium- to long-term strategic alliance through the strengthening of the capital relationship as well as the optimization of the Company's shareholder composition, and the Company believes that it is reasonable and contributes to the enhancement of shareholder value.

6. Reasons for Selecting the Planned Allottee, etc.

(1) Overview of the planned allottee

(i) Name	ITOCHU Corporation
(ii) Location	3-1-3 Umeda, Kita-ku, Osaka (Head Office) Akasaka Trust Tower, 2-17-22 Akasaka, Minato-ku, Tokyo (Tokyo Head Office)
(iii) Title and name of representative	Keita Ishii, President & COO, Representative Director
(iv) Business description	Engages in domestic trading, import/export and third-country trading in the fields of textiles, machinery, metals, energy and chemicals, food, housing and living, and information and finance, and conducts a wide range of other businesses, including business investment in Japan and overseas.
(v) Capital	JPY 253,448 million (as of April 1, 2026)
(vi) Date of establishment	December 1, 1949
(vii) Total number of issued shares	7,924,447,520 shares (as of March 31, 2026, including 926,270 thousand treasury shares)
(viii) Fiscal year end	March 31
(ix) Number of employees	114,570 (consolidated, as of March 31, 2026)
(x) Major business partners	—
(xi) Main correspondent banks	—

(xii) Major shareholders and shareholding ratios (as of March 31, 2026)	The Master Trust Bank of Japan, Ltd. (Trust Account) 15.33% STATE STREET BANK AND TRUST COMPANY 505104 10.11% Custody Bank of Japan, Ltd. (Trust Account) 5.21% Nippon Life Insurance Company 2.43% STATE STREET BANK AND TRUST COMPANY 505001 2.38% Mizuho Bank, Ltd. 2.16% THE CHASE MANHATTAN BANK, N.A. LONDONSECS LENDING OMNIBUS ACCOUNT 1.96% GOVERNMENT OF NORWAY 1.43% Asahi Mutual Life Insurance Company 1.34% JP MORGAN CHASE BANK 385781 1.31%
(xiii) Relationship between the parties	[Capital relationship] As of September 30, 2026, ITOCHU holds 8,200,000 shares of the Company's common stock (10.07% of the total number of voting rights of all shareholders) and is the largest shareholder of the Company. The Company holds no shares of ITOCHU. [Personnel relationship] The Company accepts one seconded employee from ITOCHU. [Business relationship] The parties are in a capital and business alliance relationship. [Status as a related party] As of September 30, 2026, ITOCHU is a major shareholder of the Company and falls under the category of a related party of the Company.
(xiv) Consolidated operating results and consolidated financial position for the most recent three years (IFRS)	As shown in the table below

Fiscal year ended	**March 31, 2024**	**March 31, 2025**	**March 31, 2026**
Total shareholders' equity (millions of yen)	5,426,962	5,755,072	6,589,966
Total assets (millions of yen)	14,489,701	15,134,264	16,732,815
Shareholders' equity per share (yen)	754.35	811.84	942.78
Revenues (millions of yen)	14,029,910	14,724,234	14,823,087
Gross trading profit (millions of yen)	2,232,360	2,376,456	2,480,532
Net profit attributable to ITOCHU (millions of yen)	801,770	880,251	900,283
Basic earnings per share attributable to ITOCHU (yen)	110.60	123.13	128.00
Dividends per share (yen)	32.00	40.00	42.00

(Notes)

1. ITOCHU implemented a five-for-one stock split of its common stock effective January 1, 2026. The per-share figures above are calculated on the assumption that the stock split had been implemented at the beginning of the fiscal year ended March 31, 2024.
2. ITOCHU, the planned allottee, is listed on the Prime Market of Tokyo Stock Exchange, Inc. Based on the description of its basic policy for the elimination of antisocial forces and the status of the arrangements therefor, disclosed under "Matters Concerning Internal Control Systems, etc." in the Corporate Governance Report submitted by ITOCHU to the Tokyo Stock Exchange dated November 2, 2026, the Company has determined that ITOCHU and its officers have no

relationship with antisocial forces.

(2) Reasons for selecting the planned allottee

As described in "2. Purpose of and Reasons for the Disposal" above. For the specific details of the capital and business alliance under the New Agreement, please refer to "II. Conclusion of a Capital and Business Alliance Agreement" below.

(3) Shareholding policy of the planned allottee

ITOCHU's investment in the Company through the Share Disposal is made as part of the capital and business alliance under the New Agreement.

In addition, under the New Agreement, ITOCHU has agreed not to transfer shares of the Company to any third party without the prior written consent of the Company for a period of one year after the execution of the Share Disposal. For details, please refer to "10. Details and Purpose of Agreements Between the Company and Shareholders Concerning Governance, or Concerning the Disposal or Additional Acquisition of Shares Held by Shareholders" below.

Furthermore, the Company plans to obtain from ITOCHU a written undertaking to the effect that, if ITOCHU transfers all or part of the shares of the Company's common stock disposed of through the Share Disposal within two years from the disposal date, ITOCHU will report the details thereof to the Company in writing, that the Company will report such details to the Tokyo Stock Exchange, and that ITOCHU consents to such reported details being made available for public inspection.

(4) Details confirmed regarding the existence of the assets required for payment by the planned allottee

Based on the status of cash and cash equivalents (JPY 557,387 million) stated in the condensed interim consolidated statement of financial position included in ITOCHU's "Consolidated Financial Results for the Six Months Ended September 30, 2026 [IFRS]" dated November 4, 2026, the Company has confirmed that ITOCHU holds cash and cash equivalents necessary and sufficient for the payment for the Share Disposal, and has determined that there is no issue with the status of the funds required for payment.

7. Major Shareholders and Shareholding Ratios After the Share Transfer and the Share Disposal

Before the Share Transfer and the Share Disposal (as of September 30, 2026)	**Shareholding ratio**	**After the Share Transfer and the Share Disposal**	**Shareholding ratio**
ITOCHU Corporation	10.06%	ITOCHU Corporation	20.50%
Internet Initiative Japan Inc.	9.72%	Internet Initiative Japan Inc.	9.44%
TISI Inc.	8.08%	The Master Trust Bank of Japan, Ltd. (Trust Account)	7.66%
The Master Trust Bank of Japan, Ltd. (Trust Account)	7.88%	Custody Bank of Japan, Ltd. (Trust Account)	3.67%
Custody Bank of Japan, Ltd. (Trust Account)	3.78%	STATE STREET BANK AND TRUST COMPANY 505301	3.41%
STATE STREET BANK AND TRUST COMPANY 505301	3.51%	NORTHERN TRUSTCO. (AVFC) RE IEDU UCITS CLIENTS NON LENDING 15 PCT TREATY ACCOUNT	2.98%
NORTHERN TRUSTCO. (AVFC) RE IEDU UCITS CLIENTS NON LENDING 15 PCT TREATY ACCOUNT	3.07%	BNPPARIBASLUXEMBOURG/2S/JASDEC/FIM/LUXEMBOURGFUNDS/UCITSASSETS	2.86%

BNPPARIBASLUXEMBOURG/2S/JASDEC/FIM/LUXEMBOURGFUNDS/UCITSASSETS	2.95%	SIGMAXYZ Employee Shareholding Association	2.13%
SIGMAXYZ Employee Shareholding Association	2.19%	NORTHERN TRUST CO. (AVFC) RE THE HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	1.37%
NORTHERN TRUST CO. (AVFC) RE THE HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	1.41%	GOVERNMENT OF NORWAY - CFD	1.36%

(Notes) 1. The shareholding ratios before the Share Transfer and the Share Disposal are stated as ratios to the number of shares obtained by deducting treasury shares from the total number of issued shares as of September 30, 2026.

2. The shareholding ratios after the Share Transfer and the Share Disposal are calculated by dividing the number of shares that each major shareholder would hold if the Share Transfer were executed and payment were made for all of the shares to be disposed of in the Share Disposal, by the number of shares obtained by deducting treasury shares from the total number of issued shares after the Share Disposal.

3. The number of treasury shares and the shareholding ratios will change depending on the progress of the Share Repurchase.

4. Shareholding ratios are rounded to two decimal places.

5. Effective July 1, 2026, TIS Inc. merged with INTEC Inc. and changed its trade name to TISI Inc.

8. Future Outlook

The Company believes that the Share Disposal and the conclusion of the New Agreement will contribute to enhancing the Company's corporate value over the medium to long term. There is no change to the earnings forecast for the fiscal year ending March 31, 2027. If any matter that should be disclosed arises in the future, the Company will disclose it promptly.

9. Matters Concerning Procedures under the Corporate Code of Conduct

Because (i) the dilution ratio is less than 25% and (ii) the Share Disposal does not involve a change in the controlling shareholder, the Share Disposal does not require the obtaining of an opinion from an independent third party or a procedure to confirm the intention of shareholders as provided in Article 432 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

10. Details and Purpose of Agreements Between the Company and Shareholders Concerning Governance, or Concerning the Disposal or Additional Acquisition of Shares Held by Shareholders

For the purpose of enhancing the effectiveness of the capital and business alliance and maintaining a stable relationship between the two companies, the Company has agreed with ITOCHU on the following matters in the New Agreement. Item (i) constitutes an agreement concerning governance as provided in Article 19, paragraph (2), item (xii)-2 of the Cabinet Office Order on Disclosure of Corporate Affairs, etc., and items (ii) through (iv) constitute agreements concerning the disposal or additional acquisition of shares held by a shareholder as provided in item (xii)-3 of the same paragraph.

(i) Nomination of a candidate for Director

ITOCHU has the right to nominate one candidate for a non-executive Director of the Company who is not a Director serving as an Audit & Supervisory Committee Member. Such candidate shall go through the Company's prescribed nomination procedures and a reasonable review of eligibility and conflicts of interest by the Board of Directors, and if the Company reasonably determines that the candidate is not appropriate, the Company may request ITOCHU to nominate another candidate. This nomination right may be exercised only during a period in which the ratio of voting rights held by the ITOCHU Group is 20% or more and in which there is no material breach by ITOCHU of its obligations under the New Agreement. A non-executive Director appointed based on ITOCHU's nomination owes duties as a Director to the Company and to all of its shareholders, and does not act as an agent of ITOCHU.

As stated above, ITOCHU's nomination right is limited to the nomination of one candidate for Director, and such candidate will be appointed by a resolution of a general meeting of shareholders after going through the Company's prescribed nomination procedures and a reasonable review of eligibility and conflicts of interest by the Board of Directors. Accordingly, the Company believes that the impact on its corporate governance will be limited and that the independence of decision-making by its Board of Directors will be maintained.

(ii) Restriction on the transfer of shares held

ITOCHU will not transfer shares of the Company to any third party without the prior consent of the Company for a period of one year after the execution of the Share Disposal (except where the Company has a serious compliance issue, such as a violation of laws and regulations, or has materially breached its obligations under the New Agreement, such issue or breach has not been remedied within 30 days after written notice from ITOCHU, and the continuation of the business alliance has become reasonably difficult). If, after the lapse of that period, ITOCHU transfers all of the shares of the Company or a portion thereof corresponding to 10% or more of the voting rights ratio, ITOCHU will notify the Company of the number of shares, the prospective transferee and the principal terms at least 30 days in advance, and if the Company or a party designated by the Company wishes to acquire such shares, the parties will negotiate in good faith for 30 days. In addition, a negotiated transfer to a competitor or to any other party designated by the Company in the New Agreement requires the prior consent of the Company.

(iii) Restriction on additional acquisitions

ITOCHU and its subsidiaries will not, without the prior written consent of the Company, additionally acquire shares, etc. of the Company such that their ratio of voting rights in the Company would exceed 30%, or make a substantive acquisition through derivative transactions or otherwise. This obligation will remain in effect at least while the ITOCHU Group holds 5% or more of the voting rights of the Company.

(iv) Share subscription right

If, as a result of the Company carrying out an act that affects the ratios of voting rights of existing shareholders, ITOCHU's ratio of voting rights in the Company would fall below its ratio of voting rights in the Company immediately after the Share Disposal, the Company will, to the extent not contrary to laws and regulations, etc., provide ITOCHU with an opportunity to acquire shares up to its ratio of voting rights in the Company immediately after the Share Disposal. This right will lapse if the ratio of voting rights held by the ITOCHU Group falls below 20%.

11. Business Results for the Most Recent Three Years and Status of Equity Finance

(1) Business results for the most recent three years (consolidated)

	Fiscal year ended March 31, 2024	Fiscal year ended March 31, 2025	Fiscal year ended March 31, 2026
Revenue (millions of yen)	22,410	26,293	23,831
Operating profit (millions of yen)	4,232	5,638	6,064
Ordinary profit (millions of yen)	4,338	5,876	6,351
Profit attributable to owners of parent (millions of yen)	3,232	4,394	3,971
Earnings per share (yen)	38.31	51.93	47.67
Dividends per share (yen)	27.00	21.00	26.00
Net assets per share (yen)	156.09	170.50	174.83

(Note) The Company implemented a two-for-one stock split of its common stock effective December 1, 2024. Accordingly, "Earnings per share" and "Net assets per share" are calculated on the assumption that the stock split had been implemented at the beginning of the fiscal year ended March 31, 2024. "Dividends per share" are stated at the actual amounts before the stock split.

(2) Current total number of issued shares and number of potential shares (as of September 30, 2026)

	Number of shares	Ratio to the total number of issued shares
Total number of issued shares	85,977,240 shares	100%
Number of potential shares at the current conversion price (exercise price)	—	—
Number of potential shares at the lower limit of the conversion price (exercise price)	—	—
Number of potential shares at the upper limit of the conversion price (exercise price)	—	—

(3) Recent share price status

(i) Status for the most recent three years

	Fiscal year ended March 31, 2024	Fiscal year ended March 31, 2025	Fiscal year ended March 31, 2026
High	JPY 926	JPY 1,020	JPY 1,331
Low	JPY 509	JPY 547	JPY 602
Closing price	JPY 847.5	JPY 937	JPY 630

(Note) The Company implemented a two-for-one stock split of its common stock effective December 1, 2024. The figures for the fiscal years ended March 31, 2024 and March 31, 2025 are stated on the assumption that the stock split had been implemented.

(ii) Status for the most recent six months

	June 2026	July 2026	August 2026	September 2026	October 2026	November 2026
Opening price	JPY 560	JPY 540	JPY 598	JPY 564	JPY 579	JPY 625

High	JPY 565	JPY 631	JPY 598	JPY 594	JPY 652	JPY 646
Low	JPY 509	JPY 532	JPY 501	JPY 536	JPY 571	JPY 611
Closing price	JPY 538	JPY 597	JPY 568	JPY 580	JPY 619	JPY 638

(Note) The share prices for November 2026 are stated as of November 5, 2026.

(iii) Share price on the business day immediately preceding the date of the resolution on the disposal

	November 5, 2026
Opening price	JPY 621
High	JPY 646
Low	JPY 619
Closing price	JPY 638

(4) Status of equity finance for the most recent three years

(i) Disposal of treasury shares by way of third-party allotment

Payment date	February 22, 2024
Allottee	16 Corporate Officers of the Company
Amount of funds raised	JPY 149,330,000
Disposal price	JPY 1,370 per share
Number of shares disposed of	109,000 shares
Initially planned use of proceeds at the time of the disposal	The treasury shares were disposed of by way of third-party allotment under a share-based compensation plan granting restricted shares to Corporate Officers of the Company. No use of proceeds or similar matters were established.
Scheduled timing of expenditure at the time of the disposal	Not applicable.
Current status of application	Not applicable.

(ii) Disposal of treasury shares by way of third-party allotment

Payment date	May 24, 2024
Allottee	Mizuho Trust & Banking Co., Ltd. (Re-trustee: Custody Bank of Japan, Ltd. (Trust Account E))
Amount of funds raised	JPY 223,440,000
Disposal price	JPY 1,596 per share
Number of shares disposed of	140,000 shares
Initially planned use of proceeds at the time of the disposal	The Company has introduced a share grant trust (J-ESOP) for the employees of the Company and its group companies, and disposed of treasury shares by way of third-party allotment to Mizuho Trust & Banking Co., Ltd. (Re-trustee: Custody Bank of Japan, Ltd. (Trust Account E)) in respect of the shares expected to be required for future grants. No use of proceeds or similar matters were established.
Scheduled timing of expenditure at the time of the disposal	Not applicable.
Current status of application	Not applicable.

(iii) Disposal of treasury shares by way of third-party allotment

Payment date	July 17, 2024
Allottee	4 Directors of the Company (*) (*) Excluding Directors serving as Audit & Supervisory Committee Members and Outside Directors.

Amount of funds raised	JPY 153,024,000
Disposal price	JPY 1,594 per share
Number of shares disposed of	96,000 shares
Initially planned use of proceeds at the time of the disposal	The treasury shares were disposed of by way of third-party allotment under a share-based compensation plan granting restricted shares to Directors of the Company. No use of proceeds or similar matters were established.
Scheduled timing of expenditure at the time of the disposal	Not applicable.
Current status of application	Not applicable.

(iv) Disposal of treasury shares by way of third-party allotment

Payment date	May 26, 2025
Allottee	16 Corporate Officers of the Company and its subsidiaries
Amount of funds raised	JPY 169,764,000
Disposal price	JPY 987 per share
Number of shares disposed of	172,000 shares
Initially planned use of proceeds at the time of the disposal	The treasury shares were disposed of by way of third-party allotment under a share-based compensation plan granting restricted shares to Corporate Officers of the Company and its subsidiaries. No use of proceeds or similar matters were established.
Scheduled timing of expenditure at the time of the disposal	Not applicable.
Current status of application	Not applicable.

(v) Disposal of treasury shares by way of third-party allotment

Payment date	July 16, 2025
Allottee	10 Directors of the Company and its subsidiaries (*) (*) Including Directors serving as Audit & Supervisory Committee Members and Outside Directors.
Amount of funds raised	JPY 202,521,000
Disposal price	JPY 1,254 per share
Number of shares disposed of	161,500 shares
Initially planned use of proceeds at the time of the disposal	The treasury shares were disposed of by way of third-party allotment under a share-based compensation plan granting restricted shares to Directors of the Company and its subsidiaries. No use of proceeds or similar matters were established.
Scheduled timing of expenditure at the time of the disposal	Not applicable.
Current status of application	Not applicable.

(vi) Disposal of treasury shares by way of third-party allotment

Payment date	July 16, 2026
Allottee	5 Directors of the Company (Directors serving as Audit & Supervisory Committee Members and Outside Directors)
Amount of funds raised	JPY 3,766,000
Disposal price	JPY 538 per share
Number of shares disposed of	7,000 shares
Initially planned use of proceeds at the time of the disposal	The treasury shares were disposed of by way of third-party allotment under a share-based compensation plan granting restricted shares to Directors of the Company. No use of proceeds or similar matters were established.

Scheduled timing of expenditure at the time of the disposal	Not applicable.
Current status of application	Not applicable.

12. Outline of the Disposal

(1) Class and number of shares to be disposed of	2,415,000 shares of the Company's common stock
(2) Payment amount	JPY 580 per share
(3) Total payment amount	JPY 1,400,700,000
(4) Method of disposal or allotment (Planned allottee)	All of the shares will be allotted to ITOCHU by way of third-party allotment.
(5) Subscription period	December 15, 2026
(6) Payment date	December 15, 2026
(7) Other	Each of the above items is subject to the registration statement under the Financial Instruments and Exchange Act of Japan becoming effective, the obtaining of clearances required under the Antimonopoly Act and other applicable laws and regulations, and the satisfaction of the other conditions precedent set forth in the New Agreement.

II. Conclusion of a Capital and Business Alliance Agreement

1. Reasons for the Conclusion

As described in "I. 2. Purpose of and Reasons for the Disposal" above. The Former Agreement dated April 22, 2021 will remain in effect until the completion of the payment for the Share Disposal, at which time it will be replaced by the New Agreement. If the Share Disposal is not executed, the Former Agreement will not terminate.

2. Details of the Capital and Business Alliance (New Agreement)

(1) Details of the business alliance

The business alliance consists of the mutual utilization of client networks in order to expand business opportunities for the SI/BPO business of the ITOCHU Group and the consulting service business of the SIGMAXYZ Group; the promotion of DX at ITOCHU and at the business partners of both companies; the joint development of new businesses or new services that contribute to the promotion of DX; and the mutual utilization of knowledge and human assets.

(2) Details of the capital alliance

Through the Share Disposal, the Company will allot 2,415,000 shares of its common stock to ITOCHU (2.88% of the total number of issued shares (excluding treasury shares) after the Share Disposal). In addition, through the Share Transfer, ITOCHU plans to acquire 6,585,000 shares of the Company's common stock from an existing shareholder.

As a result, ITOCHU's ratio of voting rights in the Company is expected to rise from 10.07% as of September 30, 2026 to 18.16% upon completion of the Share Transfer, and to 20.52% upon completion of the Share Disposal. For details of the Share Disposal, please refer to "I. Disposal of Treasury Shares by Way of Third-Party Allotment" above.

3. Overview of the Counterparty to the New Agreement

Please refer to "I. Disposal of Treasury Shares by Way of Third-Party Allotment, 6. Reasons for Selecting the Planned Allottee, etc., (1) Overview of the planned allottee" above.

4. Schedule

(1) Date of the resolution of the Board of Directors	November 6, 2026
(2) Date of conclusion of the New Agreement	November 6, 2026
(3) Execution date of the Share Transfer	December 15, 2026 (planned)
(4) Payment date for the Share Disposal	December 15, 2026 (planned)
(5) Repurchase period for the Share Repurchase	January 1, 2027 to June 30, 2027 (planned)

5. Future Outlook

Please refer to "I. Disposal of Treasury Shares by Way of Third-Party Allotment, 8. Future Outlook" above.

III. Change in an Other Affiliated Company

1. Date of the Change

Scheduled date of the change: December 15, 2026 (the payment date for the Share Disposal)

(Note) The execution date of the Share Transfer is scheduled for December 15, 2026. Upon completion of the Share Transfer, ITOCHU's ratio of voting rights will be 18.16%, and upon the subsequent completion of the Share Disposal it is expected to be 20.52%.

2. Background to the Company Becoming Aware of the Change

The Company received notice today that a share transfer agreement has been concluded between an existing shareholder of the Company and ITOCHU, pursuant to which 6,585,000 shares of the Company's common stock held by the existing shareholder will be transferred to ITOCHU through an off-market negotiated transaction.

As a result of the Share Transfer, ITOCHU's ratio of voting rights in the Company will rise from 10.07% to 18.16%, and together with the Share Disposal by the Company, which aims to expand business collaboration accompanied by a strengthening of the capital relationship, the ratio is expected to total 20.52%. Accordingly, ITOCHU is expected to account for its investment in the Company using the equity method, and ITOCHU is therefore expected to become an other affiliated company of the Company.

3. Overview of the Entity to Become an Other Affiliated Company

Please refer to "I. Disposal of Treasury Shares by Way of Third-Party Allotment, 6. Reasons for Selecting the Planned Allottee, etc., (1) Overview of the planned allottee" above.

4. Number of Voting Rights (Number of Shares) Held by the Relevant Shareholder and Ratio of Voting Rights Held, Before and After the Change

	Directly held	**Indirectly held**	**Total**	**Ranking among major shareholders**
Before the change (as of September 30, 2026)	82,000 voting rights (8,200,000 shares) 10.07%	—	82,000 voting rights (8,200,000 shares) 10.07%	1st
(Reference) Upon completion of the Share Transfer	147,850 voting rights (14,785,000 shares) 18.16%	—	147,850 voting rights (14,785,000 shares) 18.16%	1st
After the change (upon completion of the Share Transfer and the Share Disposal)	172,000 voting rights (17,200,000 shares) 20.52%	—	172,000 voting rights (17,200,000 shares) 20.52%	1st

(Notes) 1. The indirectly held portion is the portion held by parties aggregated in accordance with accounting standards in determining whether the Company is an affiliate of ITOCHU. Under the New Agreement, in calculating the ratio of voting rights held by the ITOCHU Group, the holdings of ITOCHU's subsidiaries and of other parties that substantively hold shares of the Company jointly with ITOCHU are to be aggregated.

2. The ratios of voting rights held before the change and upon completion of the Share Transfer are calculated based on the total number of voting rights of all shareholders of 814,251, obtained by deducting 4,552,140 shares without voting rights from the total number of issued shares of 85,977,240 as of September 30, 2026. Because the Share Transfer involves the transfer of already-issued shares of the Company between shareholders, there is no change in the total number of voting rights of all shareholders.

3. The ratio of voting rights held after the change is calculated taking into account the fact that treasury shares will decrease and the total number of voting rights of all shareholders will increase as a result of the Share Disposal. Because treasury shares carry no voting rights, the total number of voting rights of all shareholders will also change depending on the progress of the Share Repurchase.

4. Ratios of voting rights held are rounded to two decimal places.

5. Whether There Is Any Change in a "Non-Listed Parent Company, etc. Subject to Disclosure"

Not applicable.

6. Future Outlook

Please refer to "I. Disposal of Treasury Shares by Way of Third-Party Allotment, 8. Future Outlook" above. Under the New Agreement, ITOCHU has the right to nominate one candidate for a non-executive Director of the Company who is not a Director serving as an Audit & Supervisory Committee Member. If, after that candidate has gone through the Company's prescribed nomination procedures and a reasonable review of eligibility and conflicts of interest by the Board of Directors, the Company determines that the candidate is appropriate, the Company plans to submit the appointment as a company proposal to the

19th Annual General Meeting of Shareholders of the Company, scheduled to be held in June 2027. The appointment requires a resolution of that general meeting of shareholders. For details, please refer to "I. Disposal of Treasury Shares by Way of Third-Party Allotment, 10. Details and Purpose of Agreements Between the Company and Shareholders Concerning Governance, or Concerning the Disposal or Additional Acquisition of Shares Held by Shareholders" above.

The business alliance under the New Agreement is non-exclusive. The SIGMAXYZ Group will continue to conduct its business at its own discretion as before, and will continue to deal with all clients and business partners on a neutral basis.

(Reference) Consolidated Earnings Forecast for the Current Fiscal Year and Consolidated Results for the Previous Fiscal Year

(millions of yen)	Revenue	Operating profit	Ordinary profit	Profit attributable to owners of parent
Consolidated earnings forecast for the current fiscal year (ending March 31, 2027) Announced on May 8, 2026	25,300	6,600	6,700	4,460
Consolidated results for the previous fiscal year (ended March 31, 2026)	23,831	6,064	6,351	3,971

(Note) There is no change to the consolidated earnings forecast for the current fiscal year (ending March 31, 2027). If any matter that should be disclosed arises in the future, the Company will disclose it promptly.

This document is the English translation of the legal disclosure material in Japanese released on November 6, 2026. If there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.