Cover page

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Clause of stipulation	Article 24, paragraph 1 of the Financial Instruments and Exchange Act
Place of filing	Director-General of the Kanto Local Finance Bureau
Filing date	June 20, 2024
Fiscal year	28th term (From April 1, 2023 to March 31, 2024)
Company name	ソースネクスト株式会社 (*SOURCENEXT Kabushiki Kaisha*)
Company name in English	SOURCENEXT CORPORATION
Title and name of representative	Tomoaki Kojima, President & COO
Address of registered headquarters	1-5-2 Higashi-Shimbashi, Minato-ku, Tokyo Note: The registered headquarters will be relocated to the address below in August 2024: 1-14-14 Akasaka, Minato-ku, Tokyo
Telephone number	+81-3-6254-5231 (Main) Note: The telephone number will be changed in August 2024.
Name of contact person	Fumihiko Aoyama, Director & CFO
Nearest place of contact	1-5-2 Higashi-Shimbashi, Minato-ku, Tokyo
Telephone number	+81-3-6254-5231 (Main)
Name of contact person	Fumihiko Aoyama, Director & CFO
Place for public inspection	Tokyo Stock Exchange, Inc. (2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo)

A. Company information

I. Overview of the Company

1. Summary of business results

(1) Business results of the Group

Term		24th term	25th term	26th term	27th term	28th term
Fiscal year-end		March 31, 2020	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
Net sales	(Thousands of yen)	17,282,086	12,851,060	10,307,741	10,347,679	11,334,366
Ordinary profit (loss)	(Thousands of yen)	537,598	452,810	(2,128,061)	(2,537,807)	(2,239,511)
Profit (loss) attributable to owners of parent	(Thousands of yen)	224,940	191,101	(3,502,838)	(2,303,834)	(2,169,984)
Comprehensive income	(Thousands of yen)	211,811	270,193	(3,435,064)	(2,427,895)	(1,703,436)
Net assets	(Thousands of yen)	12,091,788	12,364,664	9,959,260	9,903,032	8,389,563
Total assets	(Thousands of yen)	17,029,721	20,331,517	19,981,406	19,639,337	16,811,498
Net assets per share	(Yen)	87.88	89.63	70.72	67.92	59.56
Earnings (loss) per share	(Yen)	1.65	1.40	(25.77)	(17.00)	(16.01)
Diluted earnings per share	(Yen)	1.64	1.40	–	–	–
Equity ratio	(%)	70.3	60.1	48.0	46.9	48.0
Return on equity (ROE)	(%)	1.9	1.6	(32.1)	(24.5)	(25.1)
Price earnings ratio (PER)	(Times)	176.8	260.2	–	–	–
Net cash provided by (used in) operating activities	(Thousands of yen)	(1,329,534)	(639,416)	(330,875)	170,943	(765,031)
Net cash provided by (used in) investing activities	(Thousands of yen)	(1,715,545)	(2,755,211)	(2,938,066)	(999,341)	(1,501,862)
Net cash provided by (used in) financing activities	(Thousands of yen)	(602,038)	4,271,099	3,820,313	1,609,350	(1,163,530)
Cash and cash equivalents at end of period	(Thousands of yen)	3,898,678	4,779,954	5,451,092	6,484,572	3,130,636
Number of employees	(Persons)	139	146	143	150	158
[Separately, the average number of temporary employees]		[2]	[3]	[7]	[7]	[5]

Notes:
1. Even though the Company has dilutive shares, diluted earnings per share for the 26th, 27th, and 28th terms are not presented because a net loss per share was recorded for the term.
2. Price earnings ratio (PER) for the 26th, 27th, and 28th terms is not presented because a net loss per share was recorded for the term.
3. The number of employees indicates the number of working employees.
4. The number in the bracket in the “Number of employees” column refers to the yearly average number of temporary employees.
5. The “Accounting Standard for Revenue Recognition” (ASBJ Statement No. 29, March 31, 2020) and other accounting standards have been applied from the beginning of the 26th term, and key management indicators for the 26th and subsequent terms are those after the application of the said accounting standards and guidance.

(2) Business results of the reporting company

Term		24th term	25th term	26th term	27th term	28th term
Fiscal year-end		March 31, 2020	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
Net sales	(Thousands of yen)	17,404,890	12,915,451	9,929,481	9,413,907	9,367,405
Ordinary profit (loss)	(Thousands of yen)	1,069,763	727,776	(1,793,463)	(486,709)	168,039
Profit (loss)	(Thousands of yen)	194,924	487,622	(3,293,790)	(364,605)	(111,813)
Capital stock	(Thousands of yen)	3,688,593	3,690,436	3,695,284	3,701,935	3,703,401
Total number of issued shares	(Shares)	136,241,200	136,256,800	136,297,600	136,349,600	136,358,300
Net assets	(Thousands of yen)	12,147,766	12,683,803	9,029,502	8,800,689	9,452,836
Total assets	(Thousands of yen)	17,018,813	20,646,436	18,629,888	17,622,707	16,942,544
Net assets per share	(Yen)	88.29	91.97	65.16	63.02	67.40
Dividends per share [Interim dividends per share]	(Yen)	0.25 [–]	0.21 [–]	– [–]	– [–]	– [–]
Earnings (loss) per share	(Yen)	1.43	3.58	(24.23)	(2.69)	(0.82)
Diluted earnings per share	(Yen)	1.42	3.57	–	–	–
Equity ratio	(%)	70.7	60.7	47.4	48.5	53.9
Return on equity (ROE)	(%)	1.6	4.0	(30.8)	(4.2)	(1.3)
Price earnings ratio (PER)	(Times)	204.0	102.0	–	–	–
Dividend payout ratio	(%)	17.5	5.9	–	–	–
Number of employees [Separately, the average number of temporary employees]	(Persons)	118 [2]	132 [3]	138 [7]	130 [7]	123 [5]
Total shareholder return	(%)	64.7	80.9	38.2	48.6	51.4
(Benchmark index: Dividend-included TOPIX)	(%)	[90.5]	[128.6]	[131.2]	[138.8]	[196.2]
Highest share price	(Yen)	598	385	381	340	308
Lowest share price	(Yen)	211	241	142	158	120

Notes:
1. Even though the Company has dilutive shares, diluted earnings per share for the 26th, 27th, and 28th terms are not presented because a net loss per share was recorded for the term.
2. Price earnings ratio and dividend payout ratio for the 26th, 27th, and 28th terms are not presented because a net loss per share was recorded for the term.
3. The number of employees indicates the number of working employees.
4. The number in the bracket in the “Number of employees” column refers to the yearly average number of temporary employees.
5. The highest and lowest share prices are those on the Tokyo Stock Exchange Prime Market since April 4, 2022. Previous share prices are from the First Section of the Tokyo Stock Exchange.
6. The “Accounting Standard for Revenue Recognition” (ASBJ Statement No. 29, March 31, 2020) and other accounting standards have been applied from the beginning of the 26th term, and key management indicators for the 26th and subsequent terms are those after the application of the said accounting standards and guidance.

2. Company history

Date	Event
August 1996	Established SOURCE CORPORATION (2-6-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo; 10 million yen in paid-in capital) to plan, develop, and sell consumer software
November 1996	Relocated head office to 1-3-3 Shinkawa, Chuo-ku, Tokyo
November 1996	Took over all operations pertaining to software-related business from ssitristar Corp. (formerly AAA, Ltd., dissolved in October 1998)
December 1996	Launched KYOUSOKU 95, utility software to increase hard disk drive speed
June 1997	Launched typing software TOKU-UCHI
October 1999	Company name changed to SOURCENEXT Corporation from SOURCE CORPORATION
June 2000	Entered into e-commerce business by opening an own online shop
February 2003	Started the “commoditization strategy” for consumer software by setting a price range centered on 1,980 yen
March 2003	Launched ezPDF, a PDF creation, conversion, and editing software
September 2003	Relocated head office to 6-10-1 Roppongi, Minato-ku, Tokyo
July 2006	Launched Virus Security ZERO (currently ZERO Virus Security), antivirus software with no annual renewal fees
December 2006	Listed on Tokyo Stock Exchange Mothers
March 2007	Acquired program copyright and trademark rights for FUDEOH, postcard creation software
November 2007	Acquired program copyright and trademark rights for the B’s Recorder GOLD series of CD/DVD writing software
June 2008	Listed on the First Section of the Tokyo Stock Exchange
November 2009	Relocated head office to 3-8-21 Toranomon, Minato-ku, Tokyo
December 2011	Launched security software Super Security ZERO (currently ZERO Super Security), made using Bitdefender, SRL’s engine and involving no annual renewal fees
September 2012	Established a subsidiary, SOURCENEXT Inc., in California, U.S. (currently POCKETALK Inc., a consolidated subsidiary)
May 2013	Began providing applications for NTT DOCOMO, INC.’s Sugo Toku Contents service
June 2014	Launched CHOU HODAI, an all-you-can-use fixed-price PC software service
October 2014	Launched Apps CHOU HODAI, an all-you-can-use fixed-price application service
April 2016	Acquired program copyright and trademark rights for ATENA SHOKUNIN, postcard creation software
July 2016	Relocated head office to 1-5-2 Higashi-Shimbashi, Minato-ku, Tokyo
March 2017	Acquired the trademark rights, sales right, and right to modify download products in Japan for RosettaStone, a language learning program
May 2017	Acquired all shares of FUDEMAME CO., LTD. (liquidated in November 2021)
June 2017	Acquired all shares of Rosetta Stone Japan, Inc. (currently a consolidated subsidiary)
December 2017	Launched POCKETALK, an AI-powered IoT translation device
September 2018	Launched POCKETALK W, a next-generation AI translation device
January 2019	Established a subsidiary, Sourcenext B.V., in the Netherlands (currently POCKETALK B.V., a consolidated subsidiary)
September 2019	Acquired shares of UMEOX Innovations Co., Ltd. (China) (currently an associate accounted for using the equity method)
December 2019	Launched POCKETALK S, an AI translation device equipped with a camera translator
April 2020	Acquired the exclusive sales rights of Meeting Owl in Japan from U.S.-based Owl Labs Inc. (“Owl”) and underwrote convertible bonds issued by Owl
May 2020	Acquired the exclusive sales rights of an air purifier Molekule Air Mini+ in Japan from U.S.-based Molekule, Inc. (“Molekule”) and shares of Molekule through subscription for a third-party allotment
February 2022	Established a subsidiary, POCKETALK CORPORATION through a company split (simplified incorporation type)
April 2022	Transferred to the Prime Market
April 2022	Launched KAIGIO CAM360, the all-in-one 360° webcam for meetings
December 2022	Cumulative shipments of the AI translation device POCKETALK exceeded 1 million units
March 2023	Launched POCKETALK for Business, a business series for corporate customers
July 2023	POCKETALK CORPORATION (a consolidated subsidiary) and SoftBank Corp. signed a comprehensive business alliance agreement for the deployment of POCKETALK.
August 2023	Launched AutoMemo Home, a web browser version of AutoMemo
September 2023	Launched AutoMemo R, a new product in the AutoMemo series
September 2023	Total number of AutoMemo account registrations exceeded 100,000

Date	Event
November 2023	Launched the web browser version of POCKETALK for Business Simultaneous Translation (currently, POCKETALK Live Interpretation).

3. Description of business

The subsidiaries and associates of SOURCENEXT Corporation (the Company) comprise four consolidated subsidiaries and two associates accounted for using the equity method. The business of SOURCENEXT Group (the Group; the Company and its subsidiaries and associates) constitutes a single business segment of the planning, development and sales of software and hardware, and other services.

Concerning our software development method, there are three scenarios under which we plan products: conducting development in-house, outsourcing to domestic or overseas development companies, and acquiring licenses for products copyrighted to other companies. When outsourcing to domestic or overseas development companies, the Company generally retains full or partial copyright for that product.

Our three sales channels include online shops like our direct-sales website and domestic websites such as Amazon, wholesale distribution to consumer electronics retailers, etc., and providing products and content to corporations including smartphone carriers.

For sales through online shops and wholesale distribution to consumer electronics retailers, etc., we conduct marketing activities through e-mails and other means for customers who purchase our products and register as users. We provide information on upgraded software products and discount sales of other products to stabilize sales revenue.

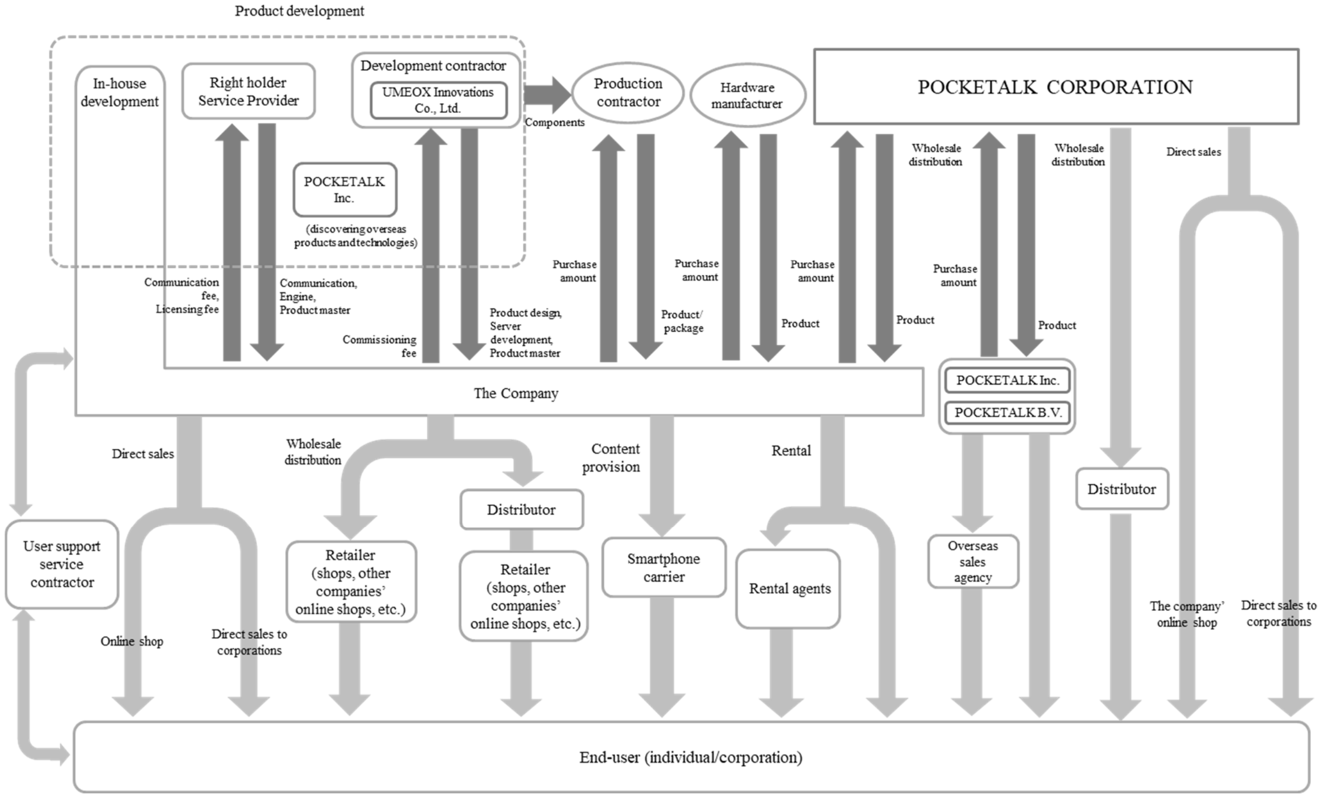
With regard to the provision of content to corporate customers such as smartphone carriers (carriers), in addition to "all-you-can-use" application subscription services offered by carriers, including "Sugo Toku Contents service" by NTT DOCOMO, INC., we sell and rent IoT products such as an AI translation device, POCKETALK, and telework-related hardware.

IoT products such as POCKETALK are produced by an overseas company on consignment and distributed to consumer electronics retailers and other retail stores nationwide, as well as being sold directly through our online shop. In addition, we are offering products for rental to corporations where there is a high level of inbound travel demand, such as airline and railway companies, and major commercial facilities, and selling our products abroad through subsidiaries in the U.S. and Europe.

We use questionnaires and other means to gather comments and requests from users through user support service contractors, then use that feedback to improve the quality of products and services.

The business activities diagram below shows the abovementioned points.

Business activities diagram



As the business of the Group consists of a single segment, segment information is not provided. An overview of the major brands of the Group's principal offerings is as follows.

POCKETALK	POCKETALK is an AI-powered translation device that allows people who do not speak each other's languages to communicate in their mother tongue. It supports translation to audio and text in 74 languages and to text in 11 languages. The high-end models, POCKETALK S and POCKETALK S Plus, are equipped with camera translation functions. The cumulative series shipments (excluding samples, etc.) exceeded 1.1 million units. In addition to the AI translation device, we offer the AI-powered translation app POCKETALK (iOS/Android version). In November 2023, we launched the web browser version of POKETALK Live Interpretation. We are expanding sales of the product, particularly to corporate customers, as a service to translate the other person's language in real-time, allowing the user to understand as if they had a dedicated simultaneous interpreter.
Postcards	Our address book and postcard creation software packages include the industry's share leader FUDEMAME, FUDEOH with excellent cost performance, and ATENA SHOKUNIN for Mac users, to meet a wide range of customer needs. Each of these is characterized by their ease-of-use even for first-time users. While their main sales channel used to be consumer electronics retailers, direct sales through the Company's own e-commerce channels are now expanding, and we have achieved a stable earnings base through automatic annual billing.
Security	The Company has offered the Virus Security series as its own-brand security software since 2003. ZERO Virus Security, antivirus software with no annual renewal fees was launched in 2006, and ZERO Super Security equipped with the world's best performance engine produced by BidDefender was launched in 2011. In September 2023, the Company launched Super Security for Business, an endpoint security product for corporations, as part of the efforts to attract demand from corporations.
ezPDF	The ezPDF series is a staple software product that provides users with a simple way of creating, converting and editing PDFs in affordable prices. This product is a long-term bestseller, selling more than any other domestic software in its category for 14 years in a row. Now used by over 10,000 companies and other organizations, the PDF series helps corporations increase efficiency in document management and voucher processing and reduce costs in their efforts for digital transformation (DX) and transition to paperless. With the revision of the Electronic Record Retention Law, sales to corporations are expanding further.
360° Webcam	A conference web camera equipped with a 360° camera, echo canceling microphones, and speakers. The camera captures the whole image, while AI recognizes the voice and movement in a wide range of 360°, and automatically focuses on the speaker. In addition to the Meeting Owl Pro, which holds the number one spot in market share, in April 2022 we released our self-developed KAIGIO CAM360. In December 2023, Meeting Owl 3, the newest model, made its debut in the marketplace and is making strong sales growth.
AutoMemo	This is our text transcription service powered by AI. This service uses AI to convert recorded voice into text, which can be read and searched. Recorded data is stored in the cloud. In March 2024, we released the summarizing function (beta version) in which AI automatically summarizes data that has been transcribed, further expanding the functionality for quick and easy creation of meeting minutes. The number of registered accounts (total number of members with or without a membership fee) grew to 134,000 at the end of March 2024, approximately 2.0 times the 66,000 at the end of March 2023, and the number of subscribers to text conversion services is also increasing steadily.
Smart RUSUDEN	Smart RUSUDEN is a service that not only allows the playback of voice messages, but also provides text transcriptions. It has functions such as automatic forwarding of speech-to-text messages to LINE, e-mail, etc., and displaying the caller ID of numbers that are not registered in the phone book. The service is offered at more than 500 mobile phone shops nationwide via primary mobile phone distributors. It is also drawing public attention as an effective means of countermeasures against phone scams, and is expected to achieve further growth.

4. Overview of subsidiaries and associates

Name	Address	Capital stock	Principal contents of business	Ratio of voting rights holding (%)	Relationship
(Consolidated subsidiary) POCKETALK Inc.	California, United States	100 (Thousands of dollars)	Sells POCKETALK products in North America	100.0 [100.0]	Sells the Group's finished goods Borrows funds from the Company One interlocking Director or Auditor
Rosetta Stone Japan, Inc.	Minato-ku, Tokyo	10,000 (Thousands of yen)	Selling the language learning software ROSETTA STONE	100.0	One interlocking Director or Auditor
POCKETALK B.V.	Amsterdam, the Netherlands	3,000 (Thousands of euro)	Sells POCKETALK products in Europe	100.0 [100.0]	Sells the Group's finished goods
POCKETALK CORPORATION (Note 1)	Minato-ku, Tokyo	2,409,900 (Thousands of yen)	All businesses related to the planning, development, manufacture, licensing, and sale of translation devices and translation-related software	83.9	One interlocking Director or Auditor
(Associate accounted for using the equity method) UMEOX Innovations Co., Ltd.	Shenzhen, China	6,250 (Thousands of Chinese yuan)	Planning and development of IoT devices	35.0	Engages in product development contracted out by the Group One interlocking Director or Auditor
PB Inc.	Washington, United States	5,358 (Thousands of dollars)	Planning, development, and distribution of IoT devices	22.0 [22.0]	–

Notes: 1. POCKETALK CORPORATION is classified as a specified subsidiary.
2. Figures in brackets under "Ratio of voting rights holding" are indirect ownership ratios and are included in the total.

5. Information about employees

(1) Consolidated companies

As of March 31, 2024

Segment name	Number of employees (Persons)
Software-related business	158 [5]
Total	158 [5]

Notes: 1. The number of employees indicates the number of working employees.
2. The number in the bracket in the "Number of employees" column refers to the yearly average number of temporary employees.
3. The business of the Group consists of a single segment.

(2) Information about reporting company

As of March 31, 2024

Number of employees (Persons)	Average age (Years old)	Average years of service (Years)	Average annual salary (Yen)
123 [5]	39.0	8.6	7,749,912

Notes: 1. The number of employees indicates the number of working employees.
2. Average annual salary includes bonuses and surplus wages.
3. The number in the bracket in the "Number of employees" column refers to the yearly average number of temporary employees.
4. The business of the Company consists of a single segment.

(3) Status of labor union

No labor unions have been formed, but labor-management relations are amicable.

(4) Percentage of female workers in management positions, percentage of male workers taking childcare leave, and wage gap between male and female workers at the reporting company

As of March 31, 2024

Fiscal year ended March 31, 2024	Supplementary explanation
Percentage of female workers in management positions (%) (Note)	
27.3	–

Note: Calculated in accordance with the provisions of the Act on the Promotion of Women's Active Engagement in Professional Life (Act No. 64 of 2015).

The rate of male workers taking childcare leave and the wage gap between male and female workers are omitted because the reporting company is not subject to the obligation to disclose such information under the provisions of the Act on the Promotion of Women's Active Engagement in Professional Life (Act No. 64 of 2015) and the Act on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members (Act No. 76 of 1991).

II. Overview of business

1. Management policy, management environment, issues to be addressed, etc.

The Group's management policy, management environment, and issues to be addressed, etc. are as follows. Items in the text below that concern the future were determined by the Group as of the end of the current fiscal year.

(1) Management policy

The Company was established in 1996 as a specialist in planning, development, and sales of software for consumers, with the Company name, SOURCENEXT incorporating the meaning "We source what's next." The Company's corporate mission is "Creating products that inspire joy and move the world." To achieve this, the Company aims to create a new software market by identifying useful, high quality smartphone applications and PC software, etc. from around the world and make it available to anyone at an affordable price. We launched the POCKETALK AI-powered translation device, our first IoT product, in December 2017, POCKETALK S, the third-generation model, in December 2019, and then POCKETALK S Plus, the large-screen model, in June 2020. The app POCKETALK (iOS/Android) was announced in April 2022, and in September 2022 sales commenced in 26 countries and territories worldwide. A new product from the POCKETALK brand, POCKETALK Live Interpretation (formerly POCKETALK for Business Simultaneous Translation), a software that enables real-time translation in audio and text using technology from OpenAI, the developer of ChatGPT, was announced in March 2023. The web browser version in addition to the downloadable version were announced in November 2023, and they have improved customer convenience significantly.

In February 2022, we established POCKETALK CORPORATION as a consolidated subsidiary through a simplified incorporation-type split, and raised 4.83 billion yen cumulatively by the end of April 2024. In order to achieve a world free of language barriers, we will continue to improve the global recognition of the POCKETALK brand and accelerate its global expansion.

We will continue to quickly provide products that are aligned with market needs and develop a product strategy and a stable management foundation that flexibly responds to changes in the market environment.

(2) Management strategies

The Company's current goal is to maximize profits by focusing on the planning and development of products applying AI technology and strengthening our existing IoT products and software products. Products applying AI technology will be made into a new pillar of revenue. To this end, we will develop new products that leverage rapidly evolving AI technology to provide products that move customers and inspire joy, drawing on the Company's strength of "making the latest technology accessible and available to our customers," in addition to our efforts to differentiate ourselves from other companies. We will further strengthen our IoT business by not only developing POCKETALK models but also IoT products other than AI-powered translation devices by aligning our over 20 years' experience in software development with hardware products. In the software business, we will further expand our software titles, while at the same time aiming to increase market share of our core software products, including security software, ezPDF, and New Year's greeting card software. In addition, the Company will build a stable earnings base by focusing on subscription-based products such as AutoMemo and Smart RUSUDEN. The Company's policy going forward is to expand into the global market by focusing on products applying AI technology and our existing IoT products and software products, as well as developing software that meets market needs and providing them in diverse delivery formats.

(3) Objective indicators to assess performance versus management targets

As a market leader in the industry for consumer and corporate software, and as an IoT manufacturer, the Company is driving further market expansion by supplying products with high added value, as well as creating new markets with IoT products. Accordingly, the management indicators that the Company focuses in line with its policy are (i) net sales, (ii) ordinary profit, and (iii) ordinary profit to net sales ratio.

(4) Business environment

During the current fiscal year, the novel coronavirus disease (COVID-19) pandemic headed toward containment at an accelerated pace, and the Japanese economy saw a gradual pickup in social and economic activities, including increased consumer spending and a rise in inbound travelers. However, the outlook remains uncertain amid heightening tensions due to the manifestation of geopolitical risks, such as Russia's invasion of Ukraine and the deteriorating situation in the Middle East, coupled with soaring raw material and energy prices and the depreciation of the yen to record levels. In contrast, the consumer software and hardware industry, in which the Company operates, is expected to grow further due to factors such as progress in technological innovation, prevalence of telework and the accompanying increase in information security awareness including personal information, expansion of the scope of application of AI technology, and penetration of IoT products into consumers, alongside the rapid expansion of the smartphone and tablet market. As a result, competition may further increase.

Under this business environment, the issues to be addressed by the Company are summarized as follows:

(5) Operational and financial issues to be prioritized

i) Planning and developing new products

The Company will focus on planning and developing products applying AI technology, which are expected to be in further demand, as well as strengthen our existing IoT products and software products. Products applying AI technology will be made into a new pillar of revenue. To this end, we will develop new products that leverage rapidly evolving AI technology to provide products that move customers and inspire joy, drawing on the Company's strength of "making worldwide technology accessible and available to our customers," in addition to our efforts to differentiate ourselves from other companies. Our software title expansion involves maintaining a balance among quality, cost, and development time. It also involves various strategies such as developing the Company's products and acquiring intellectual property rights from multiple development firms in and outside Japan in order to develop products for best-selling genres. We will further strengthen our IoT business by not only developing new models of POCKETALK but also new IoT products other than AI-powered translation devices by aligning our over 20 years' experience in software development with hardware products.

ii) Expanding sales channels

In Japan, the Company is working to maintain or expand sales channels by promoting sales in partnership with major consumer electronics retailers and mobile carriers as well as adoption of IoT products, including POCKETALK and the 360° camera series, by corporate customers. In addition, we will further focus on expanding the product lineup and sales of online shops and strengthening corporate sales. Furthermore, the Company is expanding its business to overseas markets by making its products compatible with multiple languages and so forth. To expand the AI-powered translation device POCKETALK business overseas, we will actively develop sales channels in Asia as well as further strengthen its sales in the United States and Europe, given the strong performance of POCKETALK Inc. (United States), which is a subsidiary of a subsidiary of the Company. As such, we believe that expanding our sales channels overseas is key to further enhancing our business performance.

iii) Diversifying our customer base

The Company's product sales consist largely of online shop sales and over-the-counter package software sales at consumer electronics retailers, etc., and sales to corporations. For reasons that include long-term brand building, we continue to view these channels as very important. At the same time, we also recognize the need to build new channels by working with other companies such as mobile carriers, telecommunications carriers other than mobile carriers (ISPs, etc.), and sales agents for corporate customers nationwide. We will be actively pursuing these types of partnerships while looking to diversify our customer base not only by expanding sales channels, but also through M&As and other means.

iv) Improving earning power

The Company recognizes the importance of ongoing and effective cost management alongside efforts to expand sales. With regard to sales expansion, in addition to the conventional sell-off type selling method, we will build a stable earnings base by developing and expanding a subscription-type revenue model. Moreover, we will further improve earning power by committing ourselves to companywide budget control and achieving cost reductions while ensuring effective selling, general and administrative expenses.

v) Business and organizational structure at POCKETALK CORPORATION

Through our product lineup that includes POCKETALK terminals, POCKETALK Live Interpretation, and POCKETALK applications, we will further focus on increasing terminal sales by capturing inbound demand, along with increasing visibility and increasing sales to educational institutions and corporations in the United States where our business is rapidly growing. Furthermore, for our software products such as POCKETALK Live Interpretation, which are expected to generate stable revenue, we will accelerate business growth by actively investing in the development of new functions, advertising, and sales promotion, and by securing funds quickly. In addition, we will hire professionals highly skilled in international business, which is indispensable for aggressively pursuing the POCKETALK business at home and overseas, and promote product development and the building of our sales structure.

2. Sustainability philosophy and initiatives

Since its founding, in upholding our corporate mission of “Creating products that inspire joy and move the world,” the Group has launched numerous products that link advanced overseas technologies to the issues our customers face and offer them simple solutions. As companies assume greater social responsibility, the Group recognizes that addressing sustainability issues is an important management theme that leads to not only reductions in business risk but also the creation of revenue opportunities.

The Group will promote more cross-sectional initiatives through dialogues with wide-ranging stakeholders to improve the workplace environment, including ensuring workforce diversity, and tackling environmental issues, such as climate change, and social issues, such as human rights.

(1) Governance

The Group’s Sustainability Promotion Committee chaired by the CFO & Director in charge of Administration identifies and reviews sustainability issues. In addition, it formulates strategies, makes policy decisions, checks the progress of, and holds discussions and debates on sustainability management, including management of climate change, other environmental issues, and human rights. The Committee meets once a week in principle, with outside experts also participating in the meetings. The Committee is committed to conducting appropriate considerations by incorporating advice from outside experts as necessary.

Important matters related to sustainability are discussed and debated at the Sustainability Promotion Committee and, as needed, at the CXO Committee or Management Committee before being submitted and reported to the Board of Directors for a final decision.

The Board of Directors oversees the process of sustainability-related initiatives and directs actions as needed.

(2) Risk management

We are enhancing risk and opportunity management to ensure risk reduction and business opportunity creation. The Internal Audit Office plays a central role in risk management by identifying all internal and external risks, including those related to sustainability, based on interviews with each organization and a two-axis assessment as to probability of occurrence and severity of loss. This risk assessment is regularly reported to the Board of Directors.

Proposed measures for sustainability-related risks and opportunities identified and evaluated by the Sustainability Promotion Committee are discussed and debated at the CXO Committee or the

Management Committee as necessary before being submitted and reported to the Board of Directors. The Board of Directors checks the progress of the measures and gives other necessary directions.

Going forward, we will formulate material sustainability issues (materiality), with weight given to the viewpoints of our stakeholders and with input from outside experts, taking into account such perspectives as strengthening our business foundation and increasing our corporate value. By implementing a business process that incorporates materiality into our long-term vision and medium-term business plan, we aim to improve management quality, both financially and non-financially, and achieve the sustainable growth of our business and society.

(3) Addressing material sustainability issues

In light of our governance and risk management efforts described above, we recognize the Group’s material sustainability issues to be the following.

- Responsible corporate activities
- Climate change action
- Human capital (see (4) below)

Our “philosophy and initiatives for responsible corporate activities” and “philosophy and initiatives for climate change action” are as follows.

i) Philosophy and initiatives for responsible corporate activities

Recognizing that respect for human rights is one of our management priorities, we established the SOURCENEXT Group Business Partner Code of Conduct on December 6, 2023, which applies to business partners that have transactions with the Group.

The Code of Conduct was established based on the Responsible Business Alliance (RBA) Code of Conduct, which was created in accordance with internationally recognized standards such as the United Nations Guiding Principles on Business and Human Rights, and requires business partners to understand and respect the following items.

Item

A. Labor

B. Health and safety

C. Environment

D. Corporate ethics

E. Management system

As a part of our efforts to familiarize our suppliers with the Group’s Code of Conduct and to increase their understanding of the Code of Conduct and promote its implementation, during the current fiscal year we asked our major suppliers that have a significant human rights impact to sign a document requesting their support of and compliance with the Group’s Code of Conduct and obtained their signatures. In this way, we are working more closely with our stakeholders to realize our sustainability agenda.

ii) Philosophy and initiatives for climate change

Under the premise that addressing global environmental issues, including climate change and environmental pollution, is a common issue worldwide, the Group expressed its support for the final recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) in May 2023. We are committed to measuring, disclosing, and reducing greenhouse gas emissions to counter climate change, and are taking steps to improve the efficiency of our energy use throughout the life cycle of our business activities and promote the use of renewable energy.

In order to contain the impact of climate change, the Group has set a goal of reducing the Group's entire greenhouse gas emissions (Scope 1+2) to virtually zero by fiscal year 2030. The Group will continue to advance initiatives to mitigate climate change issues, taking into account environmental risks and opportunities.

a. Greenhouse gas emissions disclosure basis

The Group has been calculating its greenhouse gas emissions (Scope 1, 2, and 3) since the fiscal year ended March 31, 2022, and the greenhouse gas emissions for each fiscal year are listed on the Company's website (https://sourcenext.co.jp/sustainability/environmental-policy/co2/?i=rd). The results of greenhouse gas emissions for the current fiscal year will be disclosed on the website in a timely manner.

In addition, with the aim of increasing the transparency and credibility of our greenhouse gas emissions, sustainability, and non-financial information, as well as to raise awareness of the Group's climate change-related issues and help formulate effective strategies for emissions reduction, the Group has obtained third-party assurance of its greenhouse gas emissions since fiscal year 2023.

Furthermore, starting this fiscal year, we voluntarily responded to the climate change questionnaire of CDP, an international environmental non-governmental organization (NGO).

b. Scenario analysis and risk severity assessment

In anticipation of the uncertain future associated with the transition to a decarbonized society, the Group has created a task force that includes outside experts for predicting the business challenges and opportunities that may emerge, and is conducting appropriate information disclosures based on the TCFD framework. Specifically, we divided our business into the "hardware business" and "software business" and analyze scenarios based on the below 1.5°C scenario and the 4°C scenario, respectively. In the below 1.5°C scenario, we expect increased sales of products made available online and increased sales of environmentally conscious products as opportunities, while we recognize risks to include rising costs associated with climate change and related regulatory revisions, higher energy prices due to the shift to renewable energy, and reduced sales due to delays in adapting to environmentally conscious products. In the 4°C scenario, opportunities include those mentioned above as well as increased demand for disaster-related products, while risks include rising costs associated with shutdowns and relocation of manufacturing sites due to an increase in natural disasters, and supply chain disruptions. The identified risks and opportunities are evaluated in an integrated manner with other risks and opportunities after they have been discussed with management and approved by the Board of Directors.

(4) Human capital strategy

The reporting company's policy on human resource development, including ensuring diversity of human resources, and policy on the development of the corporate environment are as follows.

i) Human resource development policy

We have established SOURCENEXT's Ultimate Strategy as an immutable corporate goal to work towards and share it within the Company at every opportunity.

"SOURCENEXT's Ultimate Strategy"

<Corporate Mission>

Creating products that inspire joy and move the world

<Corporate Vision>

To become the most exciting company in the world

In August 2021, a discussion was held among all employees to establish new values to replace the previously established Code of Conduct. We reiterated the importance of solidarity and motivation to achieve our Ultimate Strategy, and to pursue actions in line with our common values, with each of us taking pride in our work.

<Corporate Values>

Customer-Centric Mindset

Creating Innovative New Markets

Embracing Challenge

In February 2022, we discussed what kind of person is needed to achieve SOURCENEXT's Ultimate Strategy and established three character requirements for members of the "best team in the world." We aim for each of our employees to become an autonomous professional in their own right, and to combine their top-notch individual abilities in collaboration as a team to inspire greater joy and move the world.

<Three character requirements for members of the "best team in the world">

Personal reliability

Works with awareness of the parties involved

Forges their own path by their own strength

Our personnel system was revised in April 2022. Under the new personnel system, we introduced a new evaluation system based on market value, and used remuneration data from the global market to set market-competitive remuneration levels. Through the operation of this personnel system, we will strive to acquire human resources with excellent expertise and develop autonomous human resources who embody our values and character requirements and continue to grow enthusiastically.

In conjunction with the revision of the personnel system, it was also stipulated that CXOs gather regularly for human resource development meetings. At these meetings, discussions and activities have been initiated to achieve strategic human resource development and recruitment, and to develop successor human resources in each area. These efforts have led to performance-based evaluations of employees after joining the Company, including the promotion of three employees in their second year after joining as new graduates, a salary raise for first-year employees, and the promotion of mid-career hires soon after joining the Company.

In parallel with the introduction of the new personnel system, in response to the question of what management practices should be emphasized in an organization in which "capable, motivated, and autonomous people can play an active role and continue to strive toward the achievement of our Ultimate Strategy," management recognized the importance of "freedom and self-responsibility management." In May 2022, we established a new Management Policy that specifically outlines what should be emphasized in our management.

<Management Policy>

Create a relationship of security and trust

Elicit vision and goals

Demonstrate ownership

In order to measure the degree to which the management policy is being implemented, a 360-degree survey system was introduced for personnel at the managerial and management candidate levels. Once a year, using this survey, we conduct a training program for employees to take a multifaceted inventory of their own behavior and make positive changes.

As part of our efforts to promote career development and strengthen management, we encourage employees to take an occupation aptitude test to facilitate self-understanding and mutual understanding with superiors. Based on the test results, test takers deepen understanding of themselves and use the results to communicate with their superiors to promote mutual understanding. The tests have helped spread a management approach that contributes to individual growth.

Throughout the fiscal year in 2023, the CHRO interviewed each employee to ascertain their actual career awareness as a first step toward strengthening their awareness and attitude to learn diligently and grow as an autonomous professional human resource on their own. Interviews will continue to be conducted in 2024. Additionally, we will promote the development of professional human resources by introducing internal job descriptions to clarify expectations and roles.

In October 2023, we revamped our award system with the aim of enhancing our workplace culture. Every six months, we give company awards that evaluate employees based on "SPEED," which is the foundation of our competitive advantage.

Also in October, we launched the Generative AI Utilization Project with the COO as the project leader and project members recruited from within the Company to promote the use of AI in company-wide operations and improve productivity.

Furthermore, we initiated the Quality Start Program for new graduate employees with the theme of fostering young talent and training a ready workforce. We are focusing on not only training we have been providing to employees immediately after they join the Company, but also continued education for new graduate employees following their job assignment and in their second year of employment.

In particular, for the first year of employment, we have set "reflection," "thinking ability," and "peers" as our "growth rules," and established a unique award system that allows new graduate employees to look back on and assess their first-year activities and engage in friendly competition with same-year colleagues.

ii) Ensuring diversity

We respect the individuality of each employee and emphasize a fair and transparent meritocracy, where equal opportunities are given to those who are capable and motivated, and people are judged based on their abilities. We uphold meritocracy, which pays no regard to age, sex, academic background, or nationality. As of March 31, 2024, the percentage of women in management positions was 27.3% and in the total workforce was 43.1%.

The rate of women returning to work after taking maternity or childcare leave was 100%. Generally speaking, returning to the same workplace as before maternity leave allows employees to continue to find fulfillment in their work, as well as develop and maximize their abilities in their careers. Employees may also choose shorter working hours based on their childcare or nursing care needs. We have established a company-wide teleworking environment that allows employees to telework from home, and we have also created an environment that facilitates balancing work and childcare, etc., according to individual family situations. In October 2022, we also introduced a childcare leave at birth (postnatal paternal childcare leave) system. By March 2024, there were already employees who took leave using this system.

Our ratio of female directors and CXOs is 12.5% and 9.1%, respectively. Given that diversity of human resources is an essential quality for demonstrating management responsiveness in the rapidly changing IT industry and diverse global market, we will continue to develop an environment in which female employees can demonstrate their abilities at the management level and in which talented external personnel can participate in management more than ever before.

In addition, in order to expand the possibility of hiring highly skilled professionals with diverse backgrounds who have built and continue to grow their careers in a variety of fields, from March 2021 we have introduced a job-based employee system in which a specific mission is set and employees are hired under a compensation system different from that of regular employees. There are no restrictions on side or concurrent employment for job-based employees. Eligibility for job-based employees was broadened in 2023, and we are putting efforts into hiring professionals with significant expertise. In July 2021, the Company expanded the scope of permitted side/concurrent jobs and began allowing employees who can perform at a high level autonomously to take on skill-enhancing and career-enhancing side/concurrent jobs through a permit system.

iii) Corporate environment

During the COVID-19 pandemic, which began in 2019, we reviewed company-wide work styles so that we can continue operations without having all employees come into the office at the same time. In February 2022, the office floor space was reduced and a free address system was introduced. In addition, we are building an environment where all employees are able to telework from home. As of March 31, 2024, although we recommend employees to come to the office twice a week, it has become common practice to hybrid work, in which employees who come to the office and teleworkers collaborate with each other.

In October 2022, we introduced a third-place work system (work outside the home). In order to accommodate employees' lifestyles, we have established a system that allows them to work outside of their own homes and offices, such as during visits to their parents, and they are taking advantage of this system.

In addition, we have introduced a flextime system, creating an environment in which employees can flexibly adjust their work schedules to their individual circumstances.

In 2023, to ensure an environment in which employees can work for a long time, eligibility for the stock holding partnership was expanded to employees who retired at retirement age and were rehired.

To promote use of annual paid leave, we encourage employees to take five consecutive days off (exciting vacations). We will continue to encourage the use of leave so that each employee can flexibly take time off as needed to refresh themselves and improve their individual skills.

We aim to create an organization in which people in all positions are respected, each employee has fair opportunity at different kinds of work and can enjoy equal access to results. Whether a young employee, a new graduate, or a mid-career worker, everyone is given fair opportunities to work and demonstrate their talents. In addition, our employees work in an open and flat organizational climate, symbolized by our culture of calling each other by name rather than rank, where employees can freely express their opinions and ideas without regard to age, seniority, academic background, etc.

(5) Human capital indicators and targets

The indicators and targets for the above human capital strategy are as follows.

i) Human resource development

Over the fiscal year ended March 31, 2024, we were in the process of sorting out human resource development issues.

During the fiscal year ending March 31, 2025, we will formulate a strategy for human resource development and define indicators to be followed in the future.

ii) Diversity

We will endeavor to maintain the percentage of female employees by continuing meritocracy and increase the percentage of women in management positions in the future.

Percentage of female employees

Fiscal year ended March 31, 2023: 41.5%

Fiscal year ended March 31, 2024: 43.1%

Target for fiscal year ending March 31, 2029: over 40%

Percentage of women in management

Fiscal year ended March 31, 2023: 27.3%

Fiscal year ended March 31, 2024: 27.3%

Target for fiscal year ending March 31, 2029: over 30%

iii) Corporate environment

To support flexible work styles that align with the lifestyles of our employees, we will strive to ensure the continuation of hybrid work and sufficient leave and vacation time.

Maternity leave utilization rate / rate of return from maternity leave

Fiscal year ended March 31, 2023: 100% / 100%

Fiscal year ended March 31, 2024: 100% / 100%

Target for fiscal year ending March 31, 2029: 100% / 100%

Annual paid leave utilization rate

Fiscal year ended March 31, 2023: 61.6%

Fiscal year ended March 31, 2024: 62.3%

Target for fiscal year ending March 31, 2029: 70%

3. Business risks

Of the items relating to the overview of business, financial information, etc. as described in the Annual Securities Report, those that may materially affect the decisions of investors are provided below.

Items in the text below that concern the future were determined by the Group as of the end of the current fiscal year.

(1) The Group’s business environment

i) Markets targeted by the Group

a. Translation device market

The translation device market, which is relevant to the IoT products including the AI-powered translation device POCKETALK, has remained stagnant due to a sharp decline in the number of foreigners visiting Japan and Japanese visiting overseas as a result of COVID-19, but the market is on a recovery trend owing to a surge in the number of foreigners visiting Japan. In addition, in overseas markets, demand for multilingual solutions for non-native speakers is increasing in the United States, and the market is anticipated to keep growing. However, a variety of translation applications and devices are being introduced into the translation device market. If we were to significantly lose our distinctiveness, the Group’s business performance could be impacted. The Group provides its POCKETALK Live Interpretation service mainly to corporations, and strives to diversify these risks by approaching various customer segments.

b. Impact from PC unit sales to individual customers

A large proportion of the Group’s product sales consists of PC software for individual customers. As such, sales are strongly affected by changes in consumer spending, PC adoption rates, and particularly by the number of PC units sold to individual customers. This creates a situation where stagnant growth in units sold to individual customers and drop-offs in consumer spending can affect the Group’s business performance.

c. Smartphone market expansion

Telecommunications carriers are releasing a steady stream of new products for smartphones, and going forward, the smartphone market is expected to continue on a sustained growth. The Group is developing and selling smartphone applications, including Smart RUSUDEN, Apps CHOU HODAI and those provided for mobile carriers. However, the Group's business performance could be impacted in the event that smartphone market development is impeded due to unforeseen factors including new regulations, delays in technological innovation, and trends concerning telecommunications firms, which include revisions to usage fees.

ii) Diversification of sales channels and sales models

To accommodate changes in consumption styles, the Group is working on diversifying its sales channels. This includes sales through online shops and sales targeting corporate customers as well as sales of applications through carriers such as smartphone carriers, in addition to over-the-counter sales. With respect to the overseas business, we also expect to expand sales channels in Asia, as well as further strengthen sales in the United States and Europe through our overseas subsidiaries. This diversification of sales channels and models could impact the Group's business performance if the anticipated results are not achieved.

iii) Speed of technological innovation for products

Technological innovation for things such as OSs, web services, devices and communications technology is progressing quickly. To continue to succeed in such areas as IoT products, PC software, and smartphone application, we will need to continue developing technologies and enhancing functions while staying ahead of other companies in marketing new products and version upgrades. As we do not anticipate the speed of technological innovation will abate, the Group's business performance may be impacted in the event that the functions of the Group's products become obsolete or we are not able to respond quickly enough to technological innovation, regardless of efforts made to develop technologies or acquire licenses.

iv) OS trends

PC software can be categorized into OS software and application software, and the majority of the Group's product sales consists of application software. As a large part of these requires Microsoft's Windows OS, Windows version upgrades can prompt new demand and cause people to refrain from buying our products before the upgrades, affecting our business performance. Additionally, the Group's business operations and business performance could be impacted in the event that the appearance of alternative OSs causes a drop in the market share of Windows, which currently commands an overwhelming portion of the OS market.

For smartphone applications, many of the Group's products require Google's OS Android. As there is a tendency for Android OS version upgrades to be released more frequently than PC OS upgrades, the Group's business performance could be impacted if there are delays in adapting our applications to the new OS. The Group has secured a product development system, with contracted developers involved, which is required for adapting our applications to the new OS.

v) Intense competition

Competition is intense in the PC software market and the market for IoT products, including translation devices, and the Company may lose market share to other companies in the short term.

To remain competitive, we will need to continuously upgrade existing products and introduce them in the market, plan and develop unique and differentiated products and demanded products, and expand profits by creating and fragmenting markets through the use of effective advertising. Security software, one of the Group's core products, is a fiercely competitive category. Two products demonstrate the Group's success in creating a new market and differentiating itself from other companies. The first is ZERO Virus Security, which was launched in 2006 and requires no annual renewal fees. The second is ZERO Super Security, which was launched in 2011, requires no annual renewal fees, and is powered by an engine made by Bitdefender that possesses world-class technologies. However, the Group's business performance may be impacted in the event that it is unable to adequately respond to markets for existing products or create new markets or fragment existing markets with new products.

Regarding the sales price of PC software for individual customers, the Group has been an industry leader in launching products at low price points ranging from 1,980 yen to 4,980 yen, including tax. However, new adopters of this pricing scheme are beginning to appear, and we may need to lower our products' prices in response to increasing competition among PC software manufacturers and among over-the-counter vendors, including consumer electronics retailers. The Group's business performance may be impacted if we are forced to lower the sales prices of products due to this kind of price competition.

With regard to IoT products, including translation devices, this market is developing on a global scale with the participation of a variety of companies from diverse industries, as well as major domestic companies, and the Group's business performance may be impacted if we are unable to develop products, expand sales channels and maintain our superiority in advertising, etc. over other companies.

(2) The Group's management policy

i) The importance of marketing

Marketing that targets individual consumption is vital in the market for software and hardware targeting individuals. The below describes the characteristics of the Group's marketing strategies.

a. Package design

The Group places emphasis on package design as a part of its over-the-counter marketing strategies. We handle all package designs in-house, and make decisions about flyers, advertisements, promotional materials, web design, and other things in a holistic approach centered on package design. The Group recognizes the importance of and focuses on finding top-level designers capable of creating package designs effective in marketing operations. An inability to keep such designers could disrupt our marketing operations and affect the Group's business performance.

b. Large-scale sales promotion in the over-the-counter market

The Group views the improvement of over-the-counter exposure for its products as an important marketing strategy, and, therefore, seeks to establish specially-built areas for its products in over-the-counter spaces such as at consumer electronics retailers. Although we view this marketing involving the use of over-the-counter space as having some measure of effect, there is no guarantee of expected effect. Should such effect fail to be achieved, the Group's business performance may be impacted.

c. Brand assets and customer assets

The Group has worked to establish its brand as a software and hardware manufacturer by making effective use of advertising that includes online advertisements, television commercials, and magazine ads. In recent years, we are also using taxi advertisements and ad serving that match the target customers. Such advertisements, as is the entry point to attract customers, have allowed us to lock in a variety of consumers by offering a wide range of products. The Group has more than 18 million registered users.

The Group expects to make its marketing operations more effective by using such intangible assets as brand and customer assets. Nevertheless, our marketing activities may not always achieve the desired effect. Although we view advertising expenses and promotion expenses as contributing to our bottom line, there is no guarantee that we will achieve our intended effect. Therefore, if we do not, the Group's business performance may be impacted.

ii) The importance of corporate and product image

Due to the importance of corporate and product image in the market for software and hardware targeting individuals, we see effective advertising and the improvement of customer support functions as critical. In the event that a problem or defect is discovered in a product, or if a user starts a legal dispute or issues a complaint that cannot be predicted at present, the resulting blemish to corporate or product image may impact the Group's business performance. The Group strives to prevent a problem or defect from occurring through thorough inspections at each process of product development and manufacturing.

iii) Group strategies for the ZERO series

The Group's core product, ZERO, is an antivirus software that allows installation in only one device but with no expiration. The product comes in ZERO Virus Security and ZERO Super Security versions to suit different applications and budgets. We provide the latest version until the device on which the software is first installed becomes broken, or the software ceases to meet the required specifications of the OS. However, if after-sales costs exceed our expectations, it could have an adverse impact on profits.

iv) IoT products

The cost of manufacturing parts, etc. for IoT products, including POCKETALK, will be high compared to the software products that the Company has traditionally dealt in. Accordingly, if the Company's forecasts were to misread demand significantly compared to the initial forecasts, this could result in a negative impact to profits through such factors as increases in production, storage, and scrapping costs. The Group endeavors to maintain appropriate inventory levels of its in-house products.

If a defective IoT product should cause a quality problem such as an unsafe accident to occur, the Group may be liable for damages, including incidental damages, that cannot fully be covered by product liability insurance, or bear the significant amount of costs for taking remedial measures. If such a problem should occur, the Group's corporate image and reputation may be damaged, which may cause a loss of customers and adversely affect the Group's business, business performance and financial position. The Group strives to prevent a quality problem from occurring through thorough inspections at each process of product development and manufacturing.

v) Overseas operations

The Group has so far endeavored to discover stand-out technologies and products in and outside of Japan, and has planned, developed, and sold PC software and Smartphone Apps primarily in the Japanese market.

In 2012 we established an overseas subsidiary in the United States and another one in the Netherlands in January 2019 to propel the expansion of global distribution channels for POCKETALK.

However, in the course of conducting operations overseas, there are numerous potential risks posed by each country's laws and regulations, institutions, politics, economics, exchange rates, and other factors. In Europe, among others, due to a growing tendency to demand social responsibility from companies, consumer concern and changes in applicable laws and regulations may lead to an increase in the costs of the Group's operations, a curtailment of its operations, and an adverse effect on its reputation.

In addition, as the Group is to further develop the business of POCKETALK and other IoT products on a global scale going forward, it is subject to the laws and regulations of many countries and territories. Specifically, such laws and regulations include those pertaining to advertising, sales promotion, consumer protection, import and export requirements, anti-corruption, anti-competitive conduct, environmental protection, privacy, data protection, content and broadcasting, taxation, and foreign exchange controls, as well as those on collection, use, retention, safeguard and transfer of personal information. Compliance with these laws and regulations may be onerous and more expensive than expected. These laws and regulations may continue to develop, further increasing the cost of compliance and business operations. Any such developments could make the Group's products less attractive to its customers, delay introduction of new products, or cause the Group to change or limit its business policy.

Furthermore, as the Group manufactures and develops IoT products in China and other countries and territories where the Company and its business partners have the manufacturing sites, any changes in labor policies as well as labor and other laws and regulations in these countries and territories could cause interruption of manufacturing and shipment of its products, a sharp rise in personnel costs in the said territories, or shortage of skilled workers, leading to an adverse effect on the Group's business performance.

Violation of applicable laws or regulations by the Group, its employees, business partners, and third-party suppliers may subject the Company to fines, penalties, and legal judgments, as well as restrictions on the Group's business operations and reputational damage. Additionally, given the recent trend of regulatory authorities and consumers across the world paying increasingly closer attention to corporate social responsibility and sourcing practices, the Group is also facing more stringent legal regulations on disclosure of these matters. While we must procure numerous parts and materials supplied by third-party suppliers to manufacture POCKETALK and other IoT products, we do not have direct control over their sourcing or employment practices. Therefore, the strengthened regulations or a surge in consumer concern in areas relevant to sourcing and environment could result in an increase in compliance costs and damage to the Group's reputation. The Group endeavors to ensure that these issues do not arise by requiring its key suppliers to sign a document that asks for their agreement to and compliance with the Group's Code of Conduct, which stipulates respect for human rights and appropriate environmental measures.

(3) Factors behind business performance fluctuations over the last five fiscal years

Business performance over the last five fiscal years for the Group has seen fluctuations in net sales, ordinary profit and loss, and profit and loss. The primary factors behind these fluctuations in profit and loss for each fiscal year are as follows.

Fiscal year ended March 31, 2020 (Consolidated)	In December 2019, we launched POCKETALK S, a new POCKETALK model. The product featuring camera translation and other new functions gained increasing recognition both at home and abroad, resulting in an increase in sales. Net sales of PC software hit a record high since the inception of the Company thanks to strong sales of New Year's greeting card software as the imperial era had changed from "Heisei" to "Reiwa." However, we reported year-on-year decreases in operating profit, ordinary profit and profit due to the recording of provision for sales returns and increases in promotion and other expenses due to the exclusive sales of POCKETALK W at our online shop.
Fiscal year ended March 31, 2021 (Consolidated)	Due to the impact of the COVID-19 pandemic, demand for POCKETALK from overseas travelers and inbound tourists decreased, and sales were also significantly affected. We switched to POCKETALK's appeal as a language learning tool and urgently expanded the handling of telework-related products such as the Meeting Owl and PC software in an effort to diversify the business, which led to an increase in operating profit year on year. Meanwhile, due to an investment loss incurred by an associate accounted for using the equity method in China, ordinary profit and profit decreased year on year.
Fiscal year ended March 31, 2022 (Consolidated)	Due to the prolonged impact of the COVID-19 pandemic, cross-border traffic did not recover, and demand for AI-powered translation device POCKETALK was slow in Japan, which had a significant impact on the Company's business performance. The prolonged impact of the pandemic, a decline in PC shipments and other related markets, and a drop in demand following the special demand for telework-related products in the previous fiscal year had a major impact on the performance through the consumer electronics retailers channel and the Company's online shop channel. As a result, net sales fell below the previous fiscal year's level. The Company also recognized valuation loss on finished goods and impairment losses on investment securities and posted an operating loss, ordinary loss, and loss for the fiscal year.
Fiscal year ended March 31, 2023 (Consolidated)	Despite the prolonged impact of the COVID-19 pandemic, the gradual easing of various restrictions and expectations for further demand recovery in the future led to an increase in sales volume of the AI translation device POCKETALK. In addition, net sales of our 360° webcams and AutoMemo, for which we have cultivated markets outside of our core software business, also grew steadily. Despite efforts to increase net sales and optimize existing costs, expenses from investment in personnel and advertising in anticipation of future economic recovery resulted in an operating loss, ordinary loss, and loss for the fiscal year.
Fiscal year ended March 31, 2024 (Consolidated)	The COVID-19 pandemic was brought under control, leading to a recovery in the number of foreign visitors to Japan and to a rapid increase in inbound demand. As a result, the sales volume of AI-powered translation device POCKETALK increased year on year. In addition, due to increasing demand for multilingual solutions for non-native speakers in the United States and other factors, POCKETALK Inc. (United States) achieved an operating profit for a quarter. Software and IoT products also remained strong due to factors including enhanced functions and increased corporate sales, and achieved an operating profit on a non-consolidated basis. However, as the Company is making investments to expand the POCKETALK business in the future, it posted an operating loss, ordinary loss, and loss for the consolidated business performance.

(4) Reliance on certain suppliers, etc.

Reliance on certain contractors

The Group contracts operations that include development, production, logistics, and customer support to certain third-party organizations. In the event that insufficient cost control causes a rise in costs related to contracted-out operations due to the indirect nature of the way the costs are controlled, or it becomes unable to maintain existing contractual relationships, the Group's business operations and performance could be impacted. We believe that we will continue to be able to maintain contractual relationships with the existing contractors. To this end, the Group strives to manage costs and maintain the integrity of services by practicing thorough operational management that includes progress, quality and cost management for contracted operations.

a. Reliance on other companies for development operations

The Group partially relies on the development capabilities of other companies for the manufacturing and development of IoT products as well as the program development for its products. In the Group, we select development contractors capable of delivering quality services with short development times. However, there are a limited number of development contractors who satisfy these conditions. Each development contractor has different technical strengths, and combining these effectively to create products is important. If we fail to secure and create combinations of contracted developers like the ones we have now, our product development system and business performance could be impacted. The Group endeavors to find, select and secure new partners who can satisfy the demand of the Group while striving to strengthen relationships with development contractors.

b. Reliance on other companies for production and logistics operations

The Group contracts production and logistics operations to other companies it deems suitable in order to achieve a balance among development and annual production schedules and costs, etc. Although we have the option of replacing the contractors currently performing these operations, such replacement requires a certain amount of time and costs. Accordingly, the Group's business operations and performance could be impacted if we are unable to find alternative contractors in the event of an immediate need for contracted services that cannot be addressed by the current contractors. The Group practices thorough progress management of contracted operations to ensure a system that can respond to such immediate need for contracted services. We are working on finding, selecting and securing new partners who can satisfy the demand of the Group as well as preparing for fostering such partners while continuing to strive to strengthen relationships with the existing contractors.

c. Reliance on other companies for customer support operations

For its customer support services, the Group responds to inquiries concerning how to use products and product defects via a special helpline and via e-mail. As we contract a portion of these services to external parties, the replacement of contractors currently conducting these operations requires a certain amount of time and costs. In addition, the Group's business operations and performance could be impacted if we are unable to find alternative contractors in the event of an immediate need for contracted services that cannot be addressed by the current contractors. The Group practices thorough progress management of contracted operations to ensure a system that can respond to such immediate need for contracted services. We have preparations in place to replace contractors currently conducting these operations while continuing to strive to strengthen relationships with the existing contractors.

(5) Returned products and inventory

To the extent provided for in a contract and under certain conditions, the Group accepts returns of the Group's products from consumer electronics retailers and other retail stores and distributors. Accordingly, the Group does not recognize net sales and cost of sales for products that are expected to be returned, but instead records refund liabilities and return assets. The Group's business performance may be impacted in the event that we accept returns beyond original estimates due to shifts in a policy concerning inventory levels at consumer electronics retailers and other stores. The Group's rate of product return currently remains low due to efforts to track actual sales and ensure proper shipments.

Nevertheless, a large number of returns and valuation loss on finished goods or loss on abandonment of finished goods might be incurred if the Group's products become obsolete due to technological innovations and version upgrades or other such factors. As a result, the Group's business performance could be impacted. For inventory of Group products, including returns, we work toward maintaining the appropriate inventory levels.

(6) Intellectual property rights

i) Usage of rights belonging to third parties

In addition to products for which the Group holds all copyrights, the Group also provides products for which licenses are acquired from third parties that permit full or partial usage of things such as programs (including engines used in products) and characters.

As standard license contracts and sales contracts have an expiration, licenses and distribution rights may be withdrawn at contract end. Furthermore, the Group may decide not to renew such contracts for reasons related to things such as increasing royalties at the time of renewal. In such cases, there is also the possibility that development or sales plans created based on these contracts will be changed or scrapped, which could impact the Group's business performance. Regarding the acquisition of licenses, we use a fully pay-as-you-go system wherein royalties are paid based on sales volume. In some cases, however, we may pay a certain amount of royalties as a minimum guarantee prior to product launch. In such cases, these amounts are capitalized as advance payments to suppliers when paying royalties and are amortized based on estimated sales volume. Consequently, when there is a significant difference between estimated sales volume and actual sales volume, a loss due to additional amortization may be incurred and the Group's business performance may be affected.

When concluding a license contract or a sales contract, we enter contract negotiations by assessing material contract terms and conditions including contract period as well as royalty, sales volume and whether the contract is exclusive or non-exclusive. Even after the conclusion of contracts, the Company checks, whenever necessary, the matters such as whether royalties are calculated and paid in accordance with the contract; and whether there are any events (including deficiency in contracts and inadequacy in the internal management system) that could impede an appropriate report on royalties for license contracts. For sales contracts, the Company checks matters such as whether rebates, special discounts, inventory management and product returns are in compliance with the contract terms and conditions.

ii) Acquisition of intellectual property rights

We register trademarks for the names of nearly all the core products we market. The Group views trademark rights as exceedingly important to better differentiating our products from competitors' and improving the effectiveness of advertising and other marketing initiatives. As such, when registering trademarks, we go through the processes of selecting several candidate product names at the commercialization stage of the product, taking into account an opinion from the brand department; checking the possibility of trademark registration; and determining the product name. After registering trademarks, we properly manage the duration of the registered trademark rights, geographical scope, and classification of designated goods and services, etc. We regularly review the use of registered trademarks and strive to manage the adequate use of trademark rights.

For IoT products, we receive supervision concerning intellectual property rights from patent attorneys and other experts from the stages of product design and development. We go through the application procedures if the need arises to consider filing or actually file an application for registration of patent, utility model or design right through brainstorming meetings.

We must also protect patent rights, utility model rights, trademark rights, design rights, and copyrights for other technologies and business models, as well. Although we aim to acquire such rights for all products for which this may apply, this may not always be possible. When the Group's technologies or expertise are not protected by patent or other such rights and are patented by a third party, this can disrupt the development or sale of the Group's products and impact our business performance.

iii) Violation of a third party's intellectual property rights

The Group utilizes a system for ensuring that third parties' rights are not violated. This involves heeding the advice of experts such as legal advisors and patent attorneys in conducting trademark investigations for product names and patent/design investigations for product functions and designs, etc. The Group is not aware of any violations of third parties' intellectual property rights for any current Group products. However, this does not preclude the possibility of future lawsuits or complaints brought against us citing intellectual property right infringement. For example, with the remarkable technological innovations in recent times, the Group's products may inadvertently infringe upon third parties' intellectual property rights due to the establishment of such rights that the Group was unaware of. Possible outcomes should such incidents occur include being requested to pay damages, suffering a loss of credit worthiness, and being compelled to discontinue sale of products, etc., all of which could impact the Group's business performance.

(7) Related laws and regulations

The Group operates its business complying with laws and regulations in countries and territories overseas as well as in Japan. The laws and regulations that may apply to the Group include those related to commercial transactions, antitrust practices, intellectual property rights, product liability, environmental protection, consumer protection, labor-management relations, financial transactions, internal control, and business taxation; those related to telecommunications business, radio waves, and safety of electronic products; those related to the prevention of transfer of proceeds from crime; those related to national security; and those related to imports and exports. The Company's legal department takes the lead in monitoring revision to various laws or regulations and guidelines based on such laws and regulations on a regular basis with assistance from outside experts. However, it is sometimes difficult to keep track of all revisions to laws, regulations and guidelines and to prevent all violations of laws and regulations. For example, if more stringent laws or regulations are imposed or if these regulations become more strictly interpreted by the authorities concerned, the Group may find it difficult to comply with such regulations for technical, economic, or other reasons, and determine it difficult to continue business operations, thus restricting the Group's business. Another possible risk is an increase in costs the Group will incur to comply with such laws and regulations.

In addition, as one of the methods of selling its products, the Group sells directly to consumers over the internet. This method is regulated by laws and regulations, and the policies and guidelines of regulatory agencies. These include the Act on Prohibition of Unauthorized Computer Access, the Consumer Contract Act, the Act on Specified Commercial Transactions, the Act on Special Provisions to the Civil Code Concerning Electronic Consumer Contracts and Electronic Acceptance Notice, and the Act on Regulation of Transmission of Specified Electronic Mail. The enactment or revision of such laws and regulations, or the creation of new guidelines and voluntary rules or revisions thereto, can place new restrictions on the Group's business. Additionally, the tightening of existing regulations can make it difficult to comply with such regulations and affect the Group's business operations, operating results, and financial standing.

In addition, if the authorities find that the Group violates such laws and regulations or determines as such, the Group could be subject to administrative direction, administrative punishment (such as publication and surcharges), administrative penalty, or damage compensation. This also could result in a loss of the Group's trust from society.

At the compliance training session held once a year, the Company provides education and administers a test on relevant laws and regulations and other related topics to all employees. In addition to the test, the legal department hosts study sessions on relevant laws and regulations lectured by attorneys at law and members of the legal department as needed.

Moreover, when creating a new workflow, we consult with attorneys and other experts as well as contact persons at public offices beforehand so as not to violate laws and regulations and other rules. Through these measures, we strive to reduce the probability that our employees will violate laws and regulations, or social norms.

(8) Personal information protection

i) Risks of personal information leaks in the course of providing services

In order to provide services, the Group collects and uses personal information such as member information and other confidential information. The Company appoints a privacy officer and institutes privacy policies, privacy rules, and other detailed rules, and strictly manages workflows that involve the handling of personal information. In Japan, in response to the revision to the Act on the Protection of Personal Information in 2020, the Group reexamined the content of personal information that it obtained and retained, developed a legal compliance system, and established a company-wide Security Committee to improve in-house education for employees and to raise their awareness of the entire information management, including handling of not only personal information but also other confidential information. We reinforced security initiatives pertaining to the Group's online systems, which handle a particularly large volume of personal information, and related departments, and we receive reviews from independent organizations and have obtained ISO 27001 certification (see note). However, serious incidents including the leak of personal information and confidential information could result in claims for damages and a loss of credit worthiness, among other outcomes that could impact the Group's business operations and business performance. We are also taking necessary measures to respond to laws and regulations applicable to the protection of personal information in foreign countries.

Note: ISO 27001 is a standard that forms the basis of third-party conformity assessment systems aimed at building a security system to protect all information assets, including personal information, and earn the trust of stakeholders.

ii) Risks of confidential information and personal information leaks by certain contractors

For operations where confidential information is handled, the Group signs confidentiality contracts with contractors it has deemed trustworthy. In the event of the leak or unauthorized usage, etc. of confidential information by a contractor despite our rigorous efforts to manage such information, the resulting loss of credibility could impact the Group's business operations and performance. Furthermore, the Group utilizes a strict system that prevents the leak of personal information for operations that involve entrusting customers' personal information to contractors for the sake of providing customer support, shipping products, or other such operations. This includes selecting only contractors who manage personal information properly and conducting regular security audits of these contractors using a check sheet. However, should any leaks of personal information by contractors occur despite our rigorous efforts to manage such information, the resulting claims for damages and a loss of credit worthiness, among other outcomes could impact the Group's business operations and business performance.

(9) Cybersecurity

The Company acquires important user information including location information and usage history through IoT products sold by the Company for the purpose of improving the quality of the Company's products and analyzing customer trends. In order to provide users with services that can be used safely and securely, the Group is making a concerted effort to improve information security from a medium- to long-term perspective. However, if these efforts fail to prevent information leakage, data destruction or falsification, service outages, etc. caused by operational human errors, intentional torts, system failures due to disasters, cyberattacks such as malware infections and targeted attacks, vulnerabilities in systems and products, etc., this would affect the Group's business performance and could lead to a loss of trust in the Group.

The Group strives to secure sufficient expenses to take necessary measures in preparation for increasingly sophisticated cyberattacks and other threats. However, if a threat such as a cyberattack occurs more than expected, additional costs may be incurred and may affect the Group's business performance.

(10) Our management system

i) Our internal control system

The Group is an organization comprised of a total of 11 Directors and Auditors as well as 163 employees (as of March 31, 2024; including five temporary employees), with its management system appropriate for the organization's current size. In the event that we cannot secure and foster employees as well as strengthen our management system as planned, we may be unable to take appropriate organizational actions, resulting in disruption of business operations. The Group plans to expand its workforce and further strengthen its management system in preparation for future business growth and increased business volume.

ii) Recruiting human resources

The Group's competitive strength relies on product planning and marketing. To achieve continued growth, it is important to recruit and develop highly-capable planning and marketing personnel. However, recruiting such personnel is proving difficult due to their scarcity in the labor market. Moreover, our system for developing human resources may not be as robust as it could be due to the relatively small size of the organization. The Group's business performance may be impacted if efforts on recruiting and fostering human resources fail to keep up with the rapid change in the market. The Group will continue to focus efforts on recruiting and fostering human resources as a key management issue.

iii) Risks related to information security

In the course of conducting its operations, the Group is often in the position of handling a variety of confidential information pertaining to its customers. We therefore work to strengthen the security of information systems such as the computer networks needed to provide our services. However, losses may occur due to the leak of or damage to important data or the illegal modification, etc. of computer programs, which can result from such things as third-party intrusions into computer systems using unauthorized means, computer viruses, natural disasters, or by suddenly flooding the network. The Group's businesses and business performance may be impacted in the event that an unexpected incident occurs. To prevent these kinds of incidents, the Group's systems department has put in place an information security management system (ISMS) to build information security and strengthen its information management system through efforts that include the distribution of server load balancing to cope in times of concentrated access, which can be achieved by putting the servers in the cloud.

(11) Natural disasters, infectious diseases, etc.

In the event of an incident that causes a suspension of business activities of the Group or its major business partners or a hindrance to their business continuity resulting from the occurrence of social turmoil in the regions in which the Group companies operate due to natural disasters, such as large earthquakes, tsunami, and floods, accidents and disasters, such as fires, pandemics of infectious diseases, terrorism, wars and other unexpected factors, the Group's business performance could be impacted.

(12) Environmental and social risks

From the viewpoint of sustainability, the Group has positioned addressing and resolving global issues on Environment and Society as one of its key management issues and is working to identify sustainability issues as well as establish related sustainability policies (human rights policy, environmental policy, and the SOURCENEXT Group Business Partner Code of Conduct).

For specific operations, the Group has established the Sustainability Promotion Committee, and is promoting initiatives such as formulating and reviewing sustainability policies. However, if these efforts are inadequate or merely deemed so, they may lead to a decline in public reputation, which may adversely affect the financial position and business performance of the Group in the future.

(13) Litigation and related risks

While the Group places importance on legal compliance in its business activities, there is a possibility that we may become a party to various claims, lawsuits, or disputes with our suppliers or other companies, as well as claims for damages arising from them. The Group may incur substantial expenses in connection with these legal proceedings, which may also hinder its business activities. In the unlikely event that a judicial decision is made against the Group, the Group's operating results and social credibility may be adversely affected. For this reason, the Group has established internal rules and is working to strengthen and promote its compliance system and reduce the possibility of various claims, lawsuits, and disputes. In addition, the legal department conducts checks when concluding various contracts, and our legal advisors can be promptly consulted as needed.

4. Management analysis of financial position, operating results and cash flows

(1) Summary of operating results, etc.

The financial position, operating results and cash flows (the "operating results, etc.") of the Group for the current fiscal year are summarized as follows:

i) Financial position and operating results

(Operating results)

For the Group's operating results for the current fiscal year, net sales stood at 11,334 million yen (up 9.5% year on year), with gross profit of 6,103 million yen (up 22.7% year on year).

Regarding selling, general and administrative expenses, there were increases in personnel expenses for future expansion of the POCKETALK business, as well as a temporary increase in outsourcing expenses associated with the transition of our direct sales website to a new system. Accordingly, selling, general and administrative expenses stood at 8,375 million yen, up 10.9% year on year.

As a result, operating loss for the current fiscal year stood at 2,271 million yen (operating loss in the previous fiscal year was 2,574 million yen). Foreign exchange gains of 249 million yen due to the yen depreciation were recorded, while share of loss of entities accounted for using equity method was 155 million yen. Accordingly, ordinary loss for the current fiscal year stood at 2,239 million yen (ordinary loss in the previous fiscal year was 2,537 million yen). In addition, we recorded income taxes-deferred of 357 million yen after a partial reversal of deferred tax assets, as well as loss attributable to non-controlling interests of 351 million yen. As a result, loss attributable to owners of parent was 2,169 million yen (loss attributable to owners of parent of 2,303 million yen in the previous fiscal year).

Furthermore, with regard to performance on a non-consolidated basis for the current fiscal year, net sales stood at 9,367 million yen (down 0.5% year on year), with gross profit of 5,404 million yen (up 10.5% year on year). Despite the aforementioned temporary increase in outsourcing expenses, selling, general and administrative expenses stood at 5,363 million yen (down 3.3% year on year) due to optimization of other expenses. As a result, operating profit improved significantly year on year to 41 million yen (operating loss in the previous fiscal year was 655 million yen). Our consolidated subsidiary POCKETALK CORPORATION is in the business growth phase, and is actively investing to expand its market share and maximize sales and profits. Additionally, by securing funds for these investments, it is accelerating its business growth.

(Financial position)

Total assets as of the end of the current fiscal year stood at 16,811 million yen, a decrease of 2,827 million yen compared with the end of the previous fiscal year. This decrease was due mainly to a decrease in cash and deposits of 3,202 million yen, a decrease in merchandise and finished goods of 850 million yen, and an increase in software of 1,150 million yen.

Total liabilities as of the end of the current fiscal year stood at 8,421 million yen, a decrease of 1,314 million yen compared with the end of the previous fiscal year. Main factors were a decrease of 775 million yen in short-term loans payable and a decrease of 520 million yen in long-term loans payable (including its current portion).

Net assets as of the end of the current fiscal year stood at 8,389 million yen, a decrease of 1,513 million yen compared with the end of the previous fiscal year. This decrease was due mainly to a decrease in retained earnings of 2,169 million yen and an increase in valuation difference on available-for-sale securities of 703 million yen.

ii) Cash flows

Cash and cash equivalents as of the end of the current fiscal year amounted to 3,130 million yen, a decrease of 3,353 million yen compared with the end of the previous fiscal year.

Net cash used in operating activities amounted to 765 million yen, compared with 170 million yen provided in the previous fiscal year. This was mainly due to net cash used in the current fiscal year due to an increase in trade receivables of 697 million yen, whereas net cash was provided in the previous fiscal year due to a decrease in trade receivables of 155 million yen, as well as a revenue decrease by 100 million yen due to a decrease in inventories.

Net cash used in investing activities amounted to 1,501 million yen, an increase of 502 million yen in outflows compared to the previous fiscal year. The main factors behind this were an increase of 488 million yen in outflows for purchase of software and an increase of 13 million yen in outflows for purchase of property, plant and equipment.

Net cash used in financing activities amounted to 1,163 million yen, compared with 1,609 million yen provided in the previous fiscal year. This was mainly due to a decrease in proceeds from share issuance to non-controlling shareholders of 2,162 million yen.

iii) Production, orders received and sales

a. Production

Production results are not presented as the Group has no production operations.

b. Orders received

Orders received are not presented as the Group has no built-to-order production operations.

c. Sales

As the business of the Group consists of a single segment, sales results are presented based on product categories. Sales results by product category and overall sales results for the current fiscal year are shown below.

Product category	Sales (Thousands of yen)	Year-on-year comparison (%)
POCKETALK	3,613,750	46.7
Postcards	1,363,027	(2.6)
Security	768,024	(4.7)
Other software	3,956,368	1.8
Other hardware	1,633,195	(8.9)
Total	11,334,366	9.5

Notes: 1. Sales by sales channel

Sales channel	Sales (Thousands of yen)	Year-on-year comparison (%)
Online shops	5,008,726	(4.7)
Corporate sales	2,976,059	22.4
Consumer electronics retailers	1,865,588	13.9
Other	1,483,992	44.8
Total	11,334,366	9.5

2. Sales by major transaction partner have been omitted because the ratio of such sales to total sales is less than 10/100.

(2) Management’s analysis and discussion of operating results, etc.

Management’s perception, analysis and discussion of the Group’s operating results, etc. are as follows:

i) Significant accounting policies and estimates

The Group's consolidated financial statements are prepared in accordance with accounting principles generally accepted in Japan.

The preparation of the consolidated financial statements requires selection and application of accounting policies based on management's judgment and accounting estimates that affect the reported amounts and disclosures of assets, liabilities, revenues and expenses.

While these estimates are reasonably made considering the past results and other factors, actual results may differ due to the inherent uncertainty of estimation.

The significant accounting policies for preparation of the Group's consolidated financial statements are described in "Significant matters forming the basis of preparing the consolidated financial statements" in "V. Financial information, 1. Consolidated financial statements, etc., (1) Consolidated financial statements, Notes." In addition, the significant accounting estimates used in the preparation of consolidated financial statements and the assumptions used for such estimates are described in "Significant accounting estimates" in "V. Financial information, 1. Consolidated financial statements, etc., (1) Consolidated financial statements, Notes."

ii) Perception, analysis and discussion of operating results, etc. for the current fiscal year

(Operating results)

During the current fiscal year, the Japanese economy saw the COVID-19 pandemic heading toward containment more quickly and a gradual pickup in social and economic activities, including increased consumer spending and a rise in inbound travelers. However, the outlook remains uncertain amid heightening tensions due to the manifestation of geopolitical risks, such as Russia's invasion of Ukraine and the deteriorating situation in the Middle East, coupled with soaring raw material and energy prices and the depreciation of the yen to record levels.

With regard to the business environment surrounding the Group, PC shipments from April 2023 to March 2024 remained at 96.8% of the previous fiscal year (April 2024, based on the research by JEITA). Meanwhile, inbound and outbound travel continued to recover, with the number of foreign visitors to Japan from April 2023 to March 2024 totaling 28,833,885 (up 3.8% from 2019 and up 238.3% year on year) and the number of Japanese leaving Japan totaling 10,986,322 (down 39.4% from 2019 and up 158.2% year on year) (April 2024, based on data from the Japan National Tourist Organization, compiled by the Company).

In this environment, the Company is working to increase revenue from existing products as well as create new businesses by planning and developing products that meet customer needs, based on our corporate mission of "Creating products that inspire joy and move the world."

By product, Japanese sales of the Group's AI-powered translation device POCKETALK increased year on year, mainly through online shop channels and corporate sales, helped by expectations of increased inbound demand and further recovery in the number of foreign visitors. In overseas markets, particularly in the United States, demand for multilingual solutions for non-native speakers and other factors are driving deployments of POCKETALK at educational and medical institutions, public agencies, and other organizations. The product has also gained further visibility through media exposure. As a result, POCKETALK Inc. (United States), which is a subsidiary of a subsidiary of the Company, became profitable on a monthly basis in February 2024 and achieved an operating profit in its first quarter (January to March 2024).

A new product from the POCKETALK brand, POCKETALK Live Interpretation (formerly POCKETALK for Business Simultaneous Translation), a software that enables real-time translation in audio and text using technology from OpenAI, the developer of ChatGPT, was announced in March 2023. In November 2023, the web browser version in addition to the downloadable version of this product were announced, and they are improving customer convenience significantly. Furthermore, in response to the need for bidirectional communication, we released a new function that automatically detects the language and enables bidirectional communication. We are working on such development to realize a world where people can communicate seamlessly in multiple languages. As this product is a high profit margin software product and a subscription-based product, it contributes to the formation of a stable revenue base. We will be focusing on this product as a pillar of our future growth.

As for other IoT products, the AI-powered voice-to-text recorder AutoMemo has seen a surge in the number of registered accounts since its launch in December 2020, with the total number (the combined total of paying and non-paying users) exceeding 130,000 as of March 31, 2024. In January 2024, in addition to the dedicated terminals and smartphone applications that we have been selling and providing, we announced a function that allows voice to be recorded from a microphone attached to a PC or an external microphone. In March 2024, we also announced the summarizing function (beta version) whose AI can automatically summarize transcribed data. By enhancing functions that enable quick and easy creation of meeting minutes, the number of subscribers to our subscription-based text conversion services has risen steadily.

Our 360° webcam series (Meeting OWL and KAIGIO CAM360) have tapped into demand from corporate customers that use them for their remote meetings and other uses, and have posted strong sales. In December 2023, we started selling Meeting OWL3, a new model of Meeting Owl, and a dedicated expansion microphone for this product. By connecting the dedicated expansion microphone, the product can now be used in larger meeting rooms, which further increases customer convenience, leading to a year-on-year increase in net sales of the 360° webcam series.

Stable profits were secured by FUDEMAME, FUDEOH, and ATENA SHOKUNIN, the three brands for New Year's greeting card software, our mainstay product. However, net sales decreased year on year due to the scaling down of the New Year's greeting card market and other impacts. Another of our mainstay product, ezPDF, saw its net sales increase year on year with the revision of the Electronic Record Retention Law and other factors further driving the transition to paperless, generating greater demand and orders from corporations. In addition, net sales of Smart RUSUDEN, a subscription-based service offering text transcriptions of voice messages, also remained strong with a year-on-year increase. As a result, net sales for all software increased year on year.

As a result, net sales for the current fiscal year stood at 11,334 million yen (up 9.5% year on year), with gross profit of 6,103 million yen (up 22.7% year on year).

Regarding selling, general and administrative expenses, there were increases in personnel expenses for future expansion of the POCKETALK business, as well as a temporary increase in outsourcing expenses associated with the transition of our direct sales website to a new system. Accordingly, selling, general and administrative expenses stood at 8,375 million yen, up 10.9% year on year.

As a result, operating loss for the current fiscal year stood at 2,271 million yen (operating loss in the previous fiscal year was 2,574 million yen).

Foreign exchange gains of 249 million yen due to the yen depreciation were recorded, while share of loss of entities accounted for using equity method was 155 million yen. Accordingly, ordinary loss for the current fiscal year stood at 2,239 million yen (ordinary loss in the previous fiscal year was 2,537 million yen). In addition, we recorded income taxes-deferred of 357 million yen after a partial reversal of deferred tax assets, as well as loss attributable to non-controlling interests of 351 million yen. As a result, loss attributable to owners of parent was 2,169 million yen (loss attributable to owners of parent of 2,303 million yen in the previous fiscal year).

Furthermore, with regard to performance on a non-consolidated basis for the current fiscal year, net sales stood at 9,367 million yen (down 0.5% year on year), with gross profit of 5,404 million yen (up 10.5% year on year). Despite the aforementioned temporary increase in outsourcing expenses, selling, general and administrative expenses stood at 5,363 million yen (down 3.3% year on year) due to optimization of other expenses. As a result, operating profit improved significantly year on year to 41 million yen (operating loss in the previous fiscal year was 655 million yen). Our consolidated subsidiary POCKETALK CORPORATION is in the business growth phase, and is actively investing to expand its market share and maximize sales and profits. Additionally, by securing funds for these investments, it is accelerating its business growth.

The business of the Group consists of a single segment of planning, development and sales of IoT products and software as well as other services. An overview of operations of each sales channel is provided below.

a) Online shops

This channel sells IoT products such as POCKETALK and AutoMemo as well as software products such as New Year's greeting card software and security software through direct sales on our online shop and online shops on domestic websites such as Amazon.

Domestic websites, such as Amazon, had strong sales for the current fiscal year. As a result of increasing the number of products sold, enhancing advertising, and other efforts, net sales increased year on year. On the other hand, our direct-sales website were impacted by a decrease in PC shipment units, a decrease in the number of website visitors, among other factors, and net sales decreased year on year.

As a result, net sales in this channel stood at 5,008 million yen, down 4.7% year on year.

b) Consumer electronics retailers

In this sales channel, we sell IoT products, PC software, etc., for individual users mainly at consumer electronics retailers nationwide.

Sales of mainly hardware products were strong over the current fiscal year. Supported by a recovery in the demand for POCKETALK due to resurgence of inbound and outbound travel and the strong sales of the 360° webcam series, net sales increased year on year.

As a result, net sales in this channel stood at 1,865 million yen, up 13.9% year on year.

c) Corporate sales

In this sales channel, for corporations, we sell and rent IoT products such as POCKETALK and web conference-related hardware as well as sell security products, PDF editing software, and other PC software. The Company has also focused on providing subscription-based services of smartphone applications, particularly Smart RUSUDEN.

Over the current fiscal year, we had strong sales of hardware products, such as our 360° webcam series, and subscription-based services, such as Smart RUSUDEN. We also received large orders from corporations, leading to a year-on-year increase in net sales.

As a result, net sales in this channel stood at 2,976 million yen, up 22.4% year on year.

d) Other

We are selling POCKETALK overseas mainly through Amazon and direct sales to corporations in the US and Europe.

For the current fiscal year, we posted strong overseas sales of POCKETALK, mainly sales to corporations. Educational institutions and corporations in the United States have made large repeat purchases, and net sales increased year on year.

As a result, net sales in "Other" stood at 1,483 million yen, up 44.8% year on year.

(Financial position)

Total assets as of the end of the current fiscal year stood at 16,811 million yen, a decrease of 2,827 million yen compared with the end of the previous fiscal year. This decrease was due mainly to a decrease in cash and deposits of 3,202 million yen, a decrease in merchandise and finished goods of 850 million yen, and an increase in software of 1,150 million yen.

Total liabilities as of the end of the current fiscal year stood at 8,421 million yen, a decrease of 1,314 million yen compared with the end of the previous fiscal year. Main factors were a decrease of 775 million yen in short-term loans payable and a decrease of 520 million yen in long-term loans payable (including its current portion).

Net assets as of the end of the current fiscal year stood at 8,389 million yen, a decrease of 1,513 million yen compared with the end of the previous fiscal year. This decrease was due mainly to a decrease in retained earnings of 2,169 million yen and an increase in valuation difference on available-for-sale securities of 703 million yen.

(Cash flows)

(Thousands of yen)

	Full year		Change
	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	
Cash flows from operating activities	170,943	(765,031)	(935,975)
Cash flows from investing activities	(999,341)	(1,501,862)	(502,520)
Cash flows from financing activities	1,609,350	(1,163,530)	(2,772,880)
Cash and cash equivalents at end of period	6,484,572	3,130,636	(3,353,936)

Cash and cash equivalents as of the end of the current fiscal year amounted to 3,130 million yen, a decrease of 3,353 million yen compared with the end of the previous fiscal year.

Cash flows during the current fiscal year and their causes are as follows.

(Cash flows from operating activities)

Net cash used in operating activities amounted to 765 million yen, compared with 170 million yen provided in the previous fiscal year.

This was mainly due to net cash used in the current fiscal year due to an increase in trade receivables of 697 million yen, whereas net cash was provided in the previous fiscal year due to a decrease in trade receivables of 155 million yen, as well as a revenue decrease by 100 million yen due to a decrease in inventories.

(Cash flows from investing activities)

Net cash used in investing activities amounted to 1,501 million yen, an increase of 502 million yen in outflows compared to the previous fiscal year.

The main factors behind this were an increase of 488 million yen in outflows for purchase of software and an increase of 13 million yen in outflows for purchase of property, plant and equipment.

(Cash flows from financing activities)

Net cash used in financing activities amounted to 1,163 million yen, compared with 1,609 million yen provided in the previous fiscal year.

This was mainly due to a decrease in proceeds from share issuance to non-controlling shareholders of 2,162 million yen.

(Liquidity and capital resources)

The Company's primary source of liquidity and capital resources are internally generated funds from operations. The Company also uses external financing sources as necessary.

Interest-bearing debt including loans payable at the end of the current fiscal year amounted to 5,954 million yen. Also, cash and cash equivalents at the end of the current fiscal year amounted to 3,130 million yen.

As the equity ratio, an indicator of financial stability, increased by 1.1 percentage points from the previous fiscal year to 48.0% for the current fiscal year, we believe that our financial stability is well maintained.

The Company will grow further and build a stable financial base, thereby maximizing profit by providing products that inspire joy and move people around the world.

5. Critical contracts for operation

Not applicable.

6. Research and development activities

The Group develops new software for PCs and for devices such as smartphones and tablets, as well as hardware by utilizing the IoT technology.

Our research and development system involves developing and selling products in a wide variety of categories, each of which is populated with programmers who specialize in their field and use different development languages. We are therefore focused on building flexible development systems on a per project basis by creating partnerships with multiple external partners, rather than directly hiring a number of in-house programmers.

Research and development expenses of 29 million yen were recorded for the current fiscal year.

As the business of the Group consists of a single segment, segment information has been omitted.

III. Information about facilities

1. Overview of capital expenditures, etc.

The total amount of capital expenditures made for the current fiscal year stood at 1,617 million yen. This consisted mainly of 850 million yen for improvements to and purchases of software programs for sale, and 678 million yen for software for in-house use.

2. Major facilities

Reporting company

As of March 31, 2024

Office name (Location)	Segment name	Facilities	Book value (Thousands of yen)					Number of employees (Persons)
			Buildings	Tools, furniture and fixtures	Software	Contract based intangible assets	Total	
Head office (Minato-ku, Tokyo)	Software-related business	Office equipment for development and management, and EC systems	15,870	58,439	1,621,317	1,001,086	2,696,714	123 [5]

Notes: 1. All amounts for the buildings above are for interior equipment, etc. in offices currently being leased.
2. No facility is currently out of service.
3. The number of employees indicates the number of working employees.
4. The number in the bracket in the “Number of employees” column refers to the yearly average number of temporary employees.
5. The business of the Group consists of a single segment.
6. Head office building space is being leased. Annual leasing fees are 158,220 thousand yen.

3. Planned additions, retirements, etc. of facilities

(1) Additions, etc. of significant facilities

As of March 31, 2024

Company name	Office name (Location)	Segment name	Facilities	Planned investment amount		Funds procurement method	Start	Scheduled completion	Increase in capacity after completion
				Total amount (Thousands of yen)	Amount already paid (Thousands of yen)				
Reporting company	Head office (Minato-ku, Tokyo)	Software-related business	Business systems	358,387	–	Own funds	April 2024	March 2025	–

Notes: 1. Increase in capacity after completion is not presented as a reasonable calculation is difficult.
2. The business of the Group consists of a single segment.

(2) Retirements, etc. of significant facilities

Some of the buildings, furniture and fixtures of the reporting company listed in “2. Major facilities” will be depreciated or retired by August 2024, the month during which the head office is scheduled to be relocated.

IV. Information about reporting company

1. Information about shares, etc.

(1) Total number of shares, etc.

i) Total number of shares

Class	Total number of authorized shares (Shares)
Common shares	361,120,000
Total	361,120,000

ii) Issued shares

Class	Number of issued shares as of the fiscal year-end (Shares) (March 31, 2024)	Number of issued shares as of the date of filing (Shares) (June 20, 2024)	Name of financial instruments exchange where the shares of the Company is traded or the name of authorized financial instruments firms association where the Company is registered	Details
Common shares	136,358,300	136,358,300	Tokyo Stock Exchange (Prime Market)	The number of shares per share unit is 100 shares.
Total	136,358,300	136,358,300	–	–

Note: "Number of issued shares as of the date of filing" does not include shares issued upon exercise of share acquisition rights from June 1, 2024 until the filing date of this Annual Securities Report.

(2) Share acquisition rights, etc.

i) Details of employee stock option program

The Company issues stock options based on provisions of Articles 236, 238 and 240 of the Companies Act. An overview of this system is provided below. The information listed below is as of the end of the current fiscal year (March 31, 2024). Items that have changed from the end of the current fiscal year to the end of the month prior to the date of submission (May 31, 2024) are indicated in parentheses.

	5th series	6th series	7th series
Resolution date	August 28, 2014	June 25, 2015	June 27, 2016
Category and number of people to whom stock options are granted (Persons)	6 employees of the Company	2 Directors and 90 employees of the Company	2 Directors and 12 employees of the Company
Number of share acquisition rights (Units)	6 (Note 1)	524 (Note 1)	347 (325) (Note 1)
Class, description and number of shares to be issued upon exercise of share acquisition rights (Shares)	Common shares 2,400 (Note 1)	Common shares 209,600 (Note 1)	Common shares 138,800 (130,000) (Note 1)
Amount to be paid in upon exercise of share acquisition rights (Yen)	239 yen per share (Note 4)	197 yen per share (Note 4)	147 yen per share (Note 4)
Exercise period of share acquisition rights	August 29, 2016 – August 28, 2024	June 26, 2017 – June 25, 2025	June 28, 2018 – June 27, 2026
Issue price of shares and amount to be included in capital in cases where shares are issued upon exercise of share acquisition rights (Yen)	Issue price: 239 yen Amount to be included in capital: 120 yen	Issue price: 197 yen Amount to be included in capital: 99 yen	Issue price: 147 yen Amount to be included in capital: 74 yen
Conditions for exercising share acquisition rights	(Note 5)		
Matters regarding transfer of share acquisition rights	Acquisition of share acquisition rights through transfer shall be subject to approval by the resolution of the Company’s Board of Directors.		
Matters regarding delivery of share acquisition rights accompanied by act of organizational restructuring	(Note 6)		

	8th series	11th series	12th series
Resolution date	August 30, 2017	June 26, 2018	June 26, 2019
Category and number of people to whom stock options are granted (Persons)	2 Directors and 89 employees of the Company	3 Directors and 26 employees of the Company	3 Directors and 92 employees of the Company
Number of share acquisition rights (Units)	990 (Note 1)	312 (300) (Note 2)	831 (Note 3)
Class, description and number of shares to be issued upon exercise of share acquisition rights (Shares)	Common shares 396,000 (Note 1)	Common shares 62,400 (60,000) (Note 2)	Common shares 83,100 (Note 3)
Amount to be paid in upon exercise of share acquisition rights (Yen)	139 yen per share (Note 4)	445 yen per share (Note 4)	437 yen per share (Note 4)
Exercise period of share acquisition rights	August 31, 2019 – August 30, 2027	June 27, 2020 – June 26, 2028	June 27, 2021 – June 26, 2029
Issue price of shares and amount to be included in capital in cases where shares are issued upon exercise of share acquisition rights (Yen)	Issue price: 139 yen Amount to be included in capital: 70 yen	Issue price: 445 yen Amount to be included in capital: 223 yen	Issue price: 437 yen Amount to be included in capital: 219 yen
Conditions for exercising share acquisition rights	(Note 5)		
Matters regarding transfer of share acquisition rights	Acquisition of share acquisition rights through transfer shall be subject to approval by the resolution of the Company’s Board of Directors.		
Matters regarding delivery of share acquisition rights accompanied by act of organizational restructuring	(Note 6)		

	13th series	1st series US-JP tax-qualified type	14th series
Resolution date	July 25, 2019	July 25, 2019	June 18, 2020
Category and number of people to whom stock options are granted (Persons)	3 Directors and 92 employees of the Company	6 employees of SOURCENEXT Inc. (currently POCKETALK Inc.)	3 Directors and 36 employees of the Company
Number of share acquisition rights (Units)	1,058 (Note 3)	503 (Note 3)	1,158 (1,111) (Note 3)
Class, description and number of shares to be issued upon exercise of share acquisition rights (Shares)	Common shares 105,800 (Note 3)	Common shares 50,300 (Note 3)	Common shares 115,800 (111,100) (Note 3)
Amount to be paid in upon exercise of share acquisition rights (Yen)	436 yen per share (Note 4)	436 yen per share (Note 4)	317 yen per share (Note 4)
Exercise period of share acquisition rights	July 26, 2021 – July 25, 2029	July 26, 2021 – July 24, 2029	June 19, 2022 – June 18, 2030
Issue price of shares and amount to be included in capital in cases where shares are issued upon exercise of share acquisition rights (Yen)	Issue price: 436 yen Amount to be included in capital: 218 yen	Issue price: 436 yen Amount to be included in capital: 218 yen	Issue price: 317 yen Amount to be included in capital: 159 yen
Conditions for exercising share acquisition rights	(Note 5)		
Matters regarding transfer of share acquisition rights	Acquisition of share acquisition rights through transfer shall be subject to approval by the resolution of the Company's Board of Directors.		
Matters regarding delivery of share acquisition rights accompanied by act of organizational restructuring	(Note 6)		

	2nd series US-JP tax-qualified type	15th series	1st series share-based remuneration type
Resolution date	June 18, 2020	June 17, 2021	June 17, 2021
Category and number of people to whom stock options are granted (Persons)	3 employees of SOURCENEXT Inc. (currently POCKETALK Inc.)	3 Directors and 107 employees of the Company	4 Directors of the Company
Number of share acquisition rights (Units)	555 (Note 3)	3,701 (Note 3)	1,406 (Note 3)
Class, description and number of shares to be issued upon exercise of share acquisition rights (Shares)	Common shares 55,500 (Note 3)	Common shares 370,100 (Note 3)	Common shares 140,600 (Note 3)
Amount to be paid in upon exercise of share acquisition rights (Yen)	317 yen per share (Note 4)	333 yen per share (Note 4)	1 yen per share (Note 4)
Exercise period of share acquisition rights	June 19, 2022 – June 18, 2030	June 18, 2023 – June 17, 2031	June 18, 2024 – June 17, 2031
Issue price of shares and amount to be included in capital in cases where shares are issued upon exercise of share acquisition rights (Yen)	Issue price: 317 yen Amount to be included in capital: 159 yen	Issue price: 333 yen Amount to be included in capital: 167 yen	Issue price: 1 yen Amount to be included in capital: 1 yen
Conditions for exercising share acquisition rights	(Note 5)		
Matters regarding transfer of share acquisition rights	Acquisition of share acquisition rights through transfer shall be subject to approval by the resolution of the Company's Board of Directors.		
Matters regarding delivery of share acquisition rights accompanied by act of organizational restructuring	(Note 6)		

	3rd series US-JP tax-qualified type	16th series	17th series
Resolution date	June 17, 2021	July 30, 2021	June 20, 2022
Category and number of people to whom stock options are granted (Persons)	2 Directors of SOURCENEXT Inc. (currently POCKETALK Inc.) 5 employees of SOURCENEXT Inc. (currently POCKETALK Inc.)	3 employees of the Company	3 Directors and 48 employees of the Company
Number of share acquisition rights (Units)	946 (Note 3)	65 (Note 3)	3,580 (3,524) (Note 3)
Class, description and number of shares to be issued upon exercise of share acquisition rights (Shares)	Common shares 94,600 (Note 3)	Common shares 6,500 (Note 3)	Common shares 358,000 (352,400) (Note 3)
Amount to be paid in upon exercise of share acquisition rights (Yen)	333 yen per share (Note 4)	324 yen per share (Note 4)	259 yen per share (Note 4)
Exercise period of share acquisition rights	June 18, 2023 – June 17, 2031	July 31, 2023 – July 30, 2031	June 21, 2024 – June 20, 2032
Issue price of shares and amount to be included in capital in cases where shares are issued upon exercise of share acquisition rights (Yen)	Issue price: 333 yen Amount to be included in capital: 167 yen	Issue price: 324 yen Amount to be included in capital: 162 yen	Issue price: 259 yen Amount to be included in capital: 130 yen
Conditions for exercising share acquisition rights	(Note 5)		
Matters regarding transfer of share acquisition rights	Acquisition of share acquisition rights through transfer shall be subject to approval by the resolution of the Company’s Board of Directors.		
Matters regarding delivery of share acquisition rights accompanied by act of organizational restructuring	(Note 6)		

	2nd series share-based remuneration type	18th series	3rd series share-based remuneration type
Resolution date	June 20, 2022	June 19, 2023	June 19, 2023
Category and number of people to whom stock options are granted (Persons)	4 Directors of the Company	3 Directors and 88 employees of the Company	4 Directors of the Company
Number of share acquisition rights (Units)	1,781 (Note 3)	6,633 (Note 3)	2,610 (Note 3)
Class, description and number of shares to be issued upon exercise of share acquisition rights (Shares)	Common shares 178,100 (Note 3)	Common shares 663,300 (Note 3)	Common shares 261,000 (Note 3)
Amount to be paid in upon exercise of share acquisition rights (Yen)	1 yen per share (Note 4)	213 yen per share (Note 4)	1 yen per share (Note 4)
Exercise period of share acquisition rights	June 21, 2025 – June 20, 2032	June 20, 2025 – June 19, 2033	June 20, 2026 – June 19, 2033
Issue price of shares and amount to be included in capital in cases where shares are issued upon exercise of share acquisition rights (Yen)	Issue price: 1 yen Amount to be included in capital: 1 yen	Issue price: 213 yen Amount to be included in capital: 107 yen	Issue price: 1 yen Amount to be included in capital: 1 yen
Conditions for exercising share acquisition rights	(Note 5)		
Matters regarding transfer of share acquisition rights	Acquisition of share acquisition rights through transfer shall be subject to approval by the resolution of the Company’s Board of Directors.		
Matters regarding delivery of share acquisition rights accompanied by act of organizational restructuring	(Note 6)		

Notes: 1. The number of shares to be issued upon exercise of one share acquisition rights shall be 400.

In the event that the Company conducts a share split (includes an allotment of the Company’s common shares without contribution, the same applies below) or a share consolidation after the date of allotment of share acquisition rights, an adjustment shall be made using the formula below. Notwithstanding, said adjustment shall be made only with respect to the number of shares to be issued upon exercise of those share acquisition rights remaining unexercised as of the relevant date, and any fractions of less than one share that arise as a result of adjustment shall be rounded down.

Number of shares granted after adjustment = Number of shares granted before adjustment × Ratio of split (or consolidation)

Additionally, in the event that the Company implements a merger, company split, or a decrease in the amount of capital or in equivalent cases necessitating an adjustment to the number of shares granted after the date of allotment of share acquisition rights, the number of shares granted shall be adjusted appropriately to the extent reasonable.

2. The number of shares to be issued upon exercise of one share acquisition rights shall be 200.

   In the event that the Company conducts a share split (includes an allotment of the Company's common shares without contribution, the same applies below) or a share consolidation after the date of allotment of share acquisition rights, an adjustment shall be made using the formula below. Notwithstanding, said adjustment shall be made only with respect to the number of shares to be issued upon exercise of those share acquisition rights remaining unexercised as of the relevant date, and any fractions of less than one share that arise as a result of adjustment shall be rounded down.

   Number of shares granted after adjustment = Number of shares granted before adjustment × Ratio of split (or consolidation)

   Additionally, in the event that the Company implements a merger, company split, or a decrease in the amount of capital or in equivalent cases necessitating an adjustment to the number of shares granted after the date of allotment of share acquisition rights, the number of shares granted shall be adjusted appropriately to the extent reasonable.

3. The number of shares to be issued upon exercise of one share acquisition rights shall be 100.

   In the event that the Company conducts a share split (includes an allotment of the Company's common shares without contribution, the same applies below) or a share consolidation after the date of allotment of share acquisition rights, an adjustment shall be made using the formula below. Notwithstanding, said adjustment shall be made only with respect to the number of shares to be issued upon exercise of those share acquisition rights remaining unexercised as of the relevant date, and any fractions of less than one share that arise as a result of adjustment shall be rounded down.

   Number of shares granted after adjustment = Number of shares granted before adjustment × Ratio of split (or consolidation)

   Additionally, in the event that the Company implements a merger, company split, or a decrease in the amount of capital or in equivalent cases necessitating an adjustment to the number of shares granted after the date of allotment of share acquisition rights, the number of shares granted shall be adjusted appropriately to the extent reasonable.

4. In the event that the Company conducts a share split or a share consolidation after the date of allotment of share acquisition rights, an adjustment shall be made to the exercise price using the formula below, and any fractions of less than one yen due to the adjustment shall be rounded up.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{1}{\text{Ratio of split (or consolidation)}}$$

   Additionally, in the event that the Company issues new shares or disposes of treasury shares at a price below the market value of the Company's common shares after the date of allotment of share acquisition rights (excludes issuance of new shares and disposal of treasury shares based on the exercise of share acquisition rights and the transfer of treasury shares due to the share exchange), an adjustment shall be made to the exercise price using the formula below, and any fractions of less than one yen due to the adjustment shall be rounded up.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{Number of shares already issued} + \dfrac{\text{Number of shares newly issued} \times \text{Amount to be paid in per share}}{\text{Market value per share before new issuance}}}{\text{Number of shares already issued} + \text{Number of shares newly issued}}$$

   In the formula above, "Number of shares already issued" shall be the number obtained by subtracting the number of treasury shares (common shares) from the total number of issued shares (common shares). In the event that the Company disposes of treasury shares (common shares), "Number of shares newly issued" shall read "Number of treasury shares to be disposed." In addition, "Market value" in the formula above shall be the average value of the closing price (includes indicative quote, the same applies below) in ordinary trading of the Company's common shares on the Tokyo Stock Exchange for 30 trading days (excludes days with no closing price) starting on the 45th trading day prior to the day following the effective date (the payment date for said issue or disposal (where a payment period is set out, the final day of said payment period)) (when there is a record date, prior to the day following said record date). Note that the "average value" shall be calculated in yen to two decimal places and rounded to one decimal place.

   Additionally, aside from the aforementioned, in the event that the Company merges with another company, implements a company split, or in equivalent cases necessitating an adjustment to the exercise price after the date of allotment of share acquisition rights, the exercise price shall be adjusted appropriately to the extent reasonable.

5. Holders of the share acquisition rights are required to have a position in the Company or a subsidiary and associate of the Company as director, auditor or employee at the time of exercising such rights. Notwithstanding, this shall not apply when the Board of Directors deems there to be just cause.

   Other terms and conditions shall be as per specifications in the "Share Acquisition Rights Allotment Agreement" entered into between the Company and the person who has been granted share acquisition rights.

6. In the event that the Company implements a merger (limited to a case in which the Company ceases to exist due to the merger), absorption-type split, incorporation-type split, share exchange or share transfer (hereinafter collectively referred to as "act of organizational restructuring"), the Company shall grant share acquisition rights of a company specified in (a) through (e) under Article 236, paragraph 1, item 8 of the Companies Act (hereinafter, "the restructured

company") to owners of share acquisition rights on the effective date of the act of organizational restructuring in accordance with the conditions below. This shall be limited to the case where the grant of share acquisition rights of the restructured company is stipulated in the absorption-type merger agreement, consolidation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) The number of share acquisition rights in the restructured company to be granted

The same number of share acquisition rights as the number of share acquisition rights owned by respective holders shall be granted.

(2) The class of shares of the restructured company to be issued upon exercise of share acquisition rights

The class of shares shall be common shares of the restructured company.

(3) The number of shares of the restructured company to be issued upon exercise of share acquisition rights

The number of shares of the restructured company to be issued upon exercise of share acquisition rights shall be determined in accordance with the aforementioned Note 1, taking into consideration the conditions of the act of organizational restructuring.

(4) The amount of assets to be contributed upon exercise of share acquisition rights

The amount of assets to be contributed upon exercise of each subscription right to shares granted shall be the amount obtained by multiplying the post restructuring exercise price obtained after adjusting the exercise price by taking into consideration the conditions and other factors of the act of organizational restructuring, by the number of shares of the restructured company to be issued upon exercise of the said share acquisition rights determined in accordance with the aforementioned Note 6 (3).

(5) Exercise period of share acquisition rights

The exercise period of share acquisition rights shall begin on the date of commencement of the exercise period stipulated above or the effective date of the act of organizational restructuring, whichever is later, and end on the closing date of the exercise period stipulated above.

(6) Matters concerning increase in capital stock and legal capital surplus in the event of issuance of shares upon exercise of share acquisition rights

i) The amount of increase in capital stock in the event of issuance of shares upon exercise of share acquisition rights shall be an amount that is half of the upper limit for an increase in capital stock to be calculated in accordance with Article 17, paragraph 1 of the Regulation on Accounting of Companies. Any fractions of less than one yen arising as a result of the calculation shall be rounded up to the nearest one yen.

ii) The amount of increase in legal capital surplus in the event of issuance of shares upon exercise of share acquisition rights shall be the upper limit for an increase in capital stock stated in (i) above less the amount of increase in capital stock stipulated therein.

(7) Restriction on the acquisition of share acquisition rights by transfer

Any acquisition of share acquisition rights by transfer shall be subject to approval by the resolution of the board of directors of the restructured company.

(8) Other conditions for the exercise of share acquisition rights

To be determined in accordance with "Conditions for exercising share acquisition rights" above.

(9) Reasons and conditions for acquisition of share acquisition rights

i) In the event of approval for a merger agreement under which the Company ceases to exist, a split agreement or split plan for a company split under which the Company is the splitting company, or a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary by the shareholders meeting (the resolution of the Board of Directors in the event that approval of the shareholders meeting is not required), the Company may acquire all share acquisition rights for no consideration on arrival of the date stipulated separately by the Company's Board of Directors.

ii) In the event that share acquisition rights can no longer be exercised under the provisions stipulated in Note 6 (8) above before the holders of share acquisition rights exercise such rights, the Company may acquire share acquisition rights for no consideration.

(10) Other conditions shall be determined in accordance with the conditions of the restructured company.

ii) Description of rights plan

Not applicable.

iii) Other information about share acquisition rights, etc.

Not applicable.

(3) Exercises, etc. of moving strike convertible bonds, etc.

Not applicable.

(4) Changes in the number of issued shares, capital stock, etc.

Date	Change in the total number of issued shares (Shares)	Balance of the total number of issued shares (Shares)	Change in capital stock (Thousands of yen)	Balance of capital stock (Thousands of yen)	Change in legal capital surplus (Thousands of yen)	Balance of legal capital surplus (Thousands of yen)
April 1, 2019 – March 31, 2020 (Note)	78,400	136,241,200	8,937	3,688,593	8,937	3,528,593
April 1, 2020 – March 31, 2021 (Note)	15,600	136,256,800	1,842	3,690,436	1,842	3,530,436
April 1, 2021 – March 31, 2022 (Note)	40,800	136,297,600	4,848	3,695,284	4,848	3,535,284
April 1, 2022 – March 31, 2023 (Note)	52,000	136,349,600	6,651	3,701,935	6,651	3,541,935
April 1, 2023 – March 31, 2024 (Note)	8,700	136,358,300	1,466	3,703,401	1,466	3,543,401

Note: This increase was the result of the exercise of share acquisition rights as stock options.

(5) Shareholding by shareholder category

As of March 31, 2024

Category	Shareholding status (Number of shares per share unit: 100 shares)								Fractional shares (Shares)
	Public sector	Financial institutions	Financial instruments business operators	Other corporations	Foreign investors, etc.		Individuals, etc.	Total	
					Companies, etc.	Individuals			
Number of shareholders (Persons)	–	8	23	195	49	169	48,960	49,404	–
Number of shares held (Units)	–	80,137	23,938	178,127	69,702	1,137	1,010,053	1,363,094	48,900
Shareholding ratio (%)	–	5.87	1.75	13.06	5.11	0.08	74.10	100.00	–

Note: 800,024 shares of treasury shares include 800,000 shares under “Individuals, etc.” and 24 shares under “Fractional shares.”

(6) Major shareholders

As of March 31, 2024

Name	Address	Number of shares held (Shares)	Shareholding ratio (%)
Noriyuki Matsuda	Minato-ku, Tokyo	35,763,200	26.38
Yodobashi Camera Co., Ltd.	5-3-1 Shinjuku, Shinjuku-ku, Tokyo	14,438,400	10.65
The Master Trust Bank of Japan, Ltd. (Held in trust account)	1-8-1 Akasaka, Minato-ku, Tokyo	7,021,100	5.17
Satomi Matsuda	Minato-ku, Tokyo	3,696,000	2.72
MSIP CLIENT SECURITIES (Standing proxy: Morgan Stanley MUFG Securities Co., Ltd.)	25 CABOT SQUARE, CANARY WHARF, LONDON E14 4QA, UNITED KINGDOM (1-9-7 Otemachi, Chiyoda-ku, Tokyo)	2,722,100	2.00
Shin Shin Co., Ltd.	2-17-25 Mita, Minato-ku, Tokyo	1,200,000	0.88
J.P JPMSE LUX RE MORGAN STANLEY AND CO INT EQ CO (Standing proxy: MUFG Bank, Ltd.)	25 CABOT SQUARE, CANARY WHARF, LONDON-NORTH OF THE THAMES E14 4QA, UNITED KINGDOM (2-7-1 Marunouchi, Chiyoda-ku, Tokyo)	1,084,500	0.80
SOURCENEXT Employee Stock Holding Partnership	1-5-2 Higashi-Shimbashi, Minato-ku, Tokyo	886,400	0.65
BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC) (Standing proxy: MUFG Bank, Ltd.)	PETERBOROUGH COURT, 133 FLEET STREET, LONDON EC4A 2BB, UNITED KINGDOM (2-7-1 Marunouchi, Chiyoda-ku, Tokyo)	683,384	0.50
Resource Co., Ltd.	9-7-7 Minato-ku, Tokyo	680,000	0.50
Total	–	68,175,084	50.29

Notes:
1. The Company holds 800,024 shares of treasury shares but they are excluded from the above list of major shareholders.
2. Of the above-mentioned number of shares held by the Master Trust Bank of Japan, Ltd., the number of shares related to the trust business is 7,021,100 shares.
3. Resource Co., Ltd. is an asset management company in which Noriyuki Matsuda, Founder & CEO, Representative Director of the Company, and his relatives hold shares.

(7) Voting rights

i) Issued shares

As of March 31, 2024

Category	Number of shares (Shares)	Number of voting rights (Rights)	Details
Shares without voting rights	–	–	–
Shares with restricted voting rights (Treasury shares, etc.)	–	–	–
Shares with restricted voting rights (Other)	–	–	–
Shares with full voting rights (Treasury shares, etc.)	Common shares 800,000	–	Standard shares without any limitations on the shareholders' rights
Shares with full voting rights (Other)	Common shares 135,509,400	1,355,094	Same as above
Fractional shares	Common shares 48,900	–	Same as above
Total number of issued shares	136,358,300	–	–
Total number of voting rights	–	1,355,094	–

Note: The "Fractional shares" row includes 24 treasury shares.

ii) Treasury shares, etc.

As of March 31, 2024

Name of shareholder	Address of shareholder	Number of shares held under own name (Shares)	Number of shares held under the name of others (Shares)	Total number of shares held (Shares)	Shareholding ratio (%)
SOURCENEXT Corporation	1-5-2 Higashi-Shimbashi, Minato-ku, Tokyo	800,000	–	800,000	0.58
Total	–	800,000	–	800,000	0.58

2. Acquisitions, etc. of treasury shares

Classes of shares, etc. Common shares

(1) Acquisitions by resolution of shareholders meeting

Not applicable.

(2) Acquisitions by resolution of Board of Directors meeting

Not applicable.

(3) Acquisitions not based on resolution of shareholders meeting or Board of Directors meeting

Not applicable.

(4) Disposals or holding of acquired treasury shares

Category	Fiscal year ended March 31, 2024		From April 1, 2024 until the filing date of this Annual Securities Report	
	Number of shares (Shares)	Total disposal value (Thousands of yen)	Number of shares (Shares)	Total disposal value (Yen)
Acquired treasury shares offered for subscription	–	–	–	–
Acquired treasury shares that were disposed	–	–	–	–
Acquired treasury shares transferred for merger, share exchange and company split	–	–	–	–
Other [–]	–	–	–	–
Treasury shares held	800,024	–	800,024	–

Note: The number of treasury shares held in the period "From April 1, 2024 until the filing date of this Annual Securities Report" does not include shares through purchase or sale of fractional shares from June 1, 2024 until the filing date of this Annual Securities Report.

3. Dividend policy

The Company believes that improving performance into the future will increase corporate value and result in meeting the expectations of shareholders. The basic dividend policy is to implement the distribution of profits with comprehensive consideration of performance, the dividend payout ratio and the amount of investment required for medium- and long-term corporate growth. Moreover, while the Company's basic policy on dividend of surplus is to pay a dividend once a year, as a rule, in the form of the year-end dividend, the Articles of Incorporation stipulate that the Company may pay an interim dividend, pursuant to the provisions of Article 454, paragraph 5 of the Companies Act. The organizational bodies that determine dividends are the Board of Directors for the interim dividend and the Shareholders Meeting for the year-end dividend.

Based on this policy, the Company has regrettably decided not to make dividend payouts for the fiscal year ended March 31, 2024, as the Company recorded a loss for the year.

4. Explanation about corporate governance, etc.

(1) Overview of corporate governance

i) Basic philosophy on corporate governance

The Company's vision is one of "Creating products that inspire joy and move the world, in order to become the most exciting company in the world," which clearly indicates the direction that the Company should take. The Company also recognizes that strengthening and enhancing corporate governance is a key managerial challenge for maintaining and increasing its competitive edge in the long-term. While fulfilling our social responsibility to all stakeholders, including shareholders, consumers, and business partners, we are promoting efficient management and striving to increase corporate value, aiming for a high profit structure.

ii) Overview of corporate governance structure and reason for adopting such structure

The Company has adopted an auditor system, and the Board of Directors and the Board of Auditors monitor and supervise the execution of operations.

The Board of Directors is composed of eight Directors. It is designated as the organizational structure which deliberates on and determines matters provided for by the Companies Act and key issues, etc. related to the management of the Company. As a rule, meetings of the Board of Directors are held once a month. Auditors attend all meetings of the Board of Directors and provide their opinions. The Board of Auditors is designated as the organizational structure which comprehensively checks the legality and efficiency of management. As a rule, meetings of the Board of Auditors are held once a month. Two of the three Auditors are independent Outside Auditors. The objective of this is to ensure the soundness of management through the implementation of auditors' audits from a neutral and objective perspective by people with ample knowledge and experience in a variety of fields.

Additionally, four of the eight Directors are Outside Directors. The objective of this is to bring in perspectives from outside of management, strengthen corporate governance even more, and further reinforce the function of supervising the execution of operations.

The Remuneration Advisory Committee, established in 2020, also deliberates mainly with Outside Directors on the details of remuneration for Managing Directors and reports to the Board of Directors, aiming to ensure transparency and objectivity of the remuneration for Managing Directors.

The Company aims for effective governance, combining auditors' audits implemented through the active collaboration of the Board of Auditors, which includes a number of independent Outside Auditors with expert legal and other knowledge, with the Accounting Auditor and the internal audit departments, and planning of management strategy and supervision of execution of operations by the Board of Directors, which includes independent Outside Directors with high levels of management experience and insight. The aforementioned structures of the Company have been deemed effective in achieving and ensuring corporate governance, and capable of implementing appropriate and efficient corporate management. Consequently, the Company has adopted the said system of governance.

Members of each organizational body are as below.

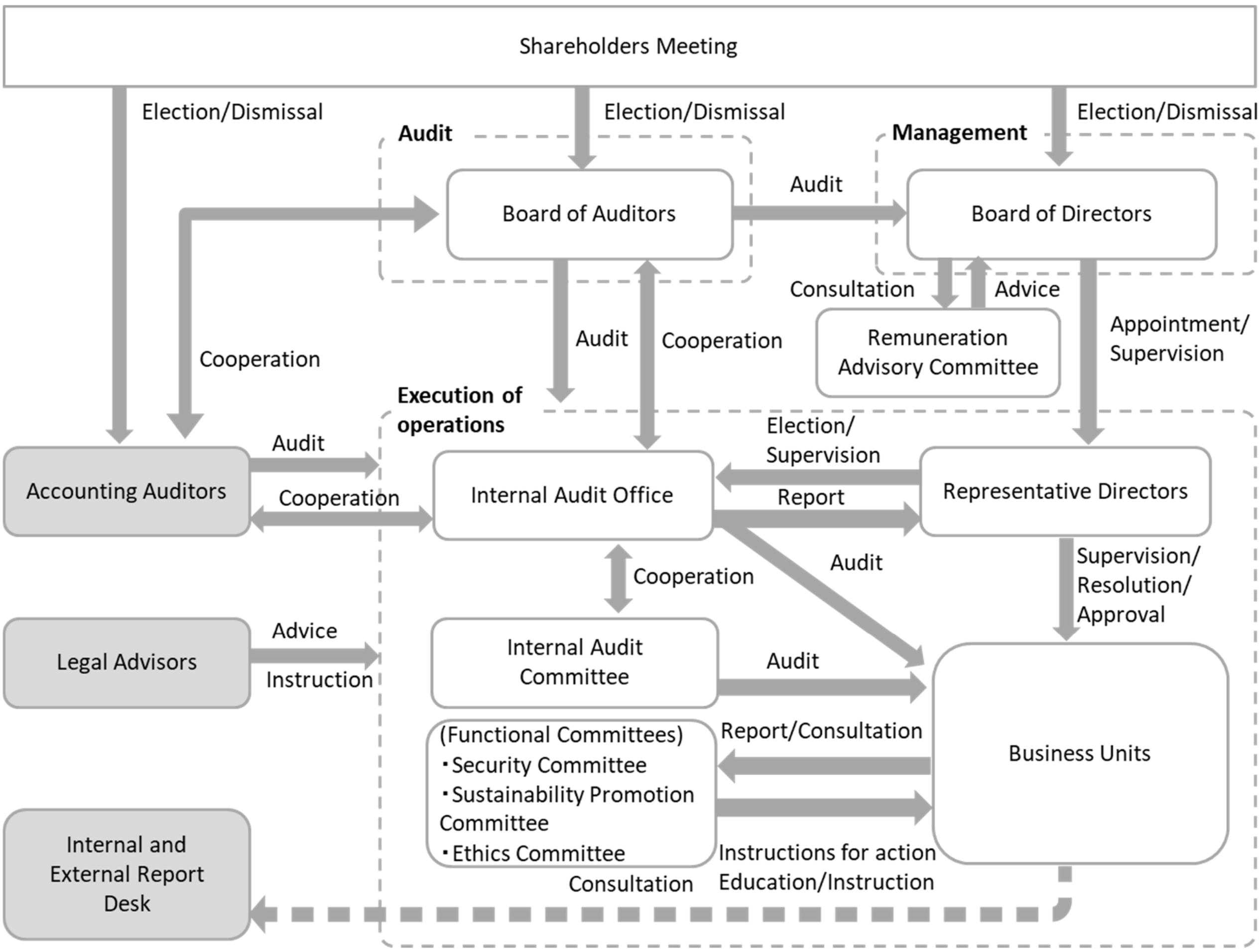
(◎ indicates the chairman or the committee chair, ○ indicates the members, and □ indicates the attendees.)

Title and Position	Name	The Board of Directors	The Board of Auditors	The Remuneration Advisory Committee
Founder & CEO (Representative Director)	Noriyuki Matsuda	○		○
President & CEO (Representative Director)	Tomoaki Kojima	◎		
Director	Kousuke Fujimoto	○		
Director	Fumihiko Aoyama	○		
Outside Director	Hideaki Kubori	○		○
Outside Director (Independent Director)	Kunitake Ando	○		◎
Outside Director (Independent Director)	Nobuhide Nakaido	○		○
Outside Director (Independent Director)	Aiko Oue	○		○
Auditor	Masaaki Hirose	□	◎	
Outside Auditor (Independent Director)	Tetsuya Kobayashi	□	○	
Outside Auditor (Independent Director)	Maho Kinami	□	○	

Note: Hideaki Kubori retired from office at the conclusion of the 28th Annual Shareholders Meeting held on June 19, 2024.

The outline of the Company's corporate governance is as follows.

Corporate governance structure



iii) Other matters on corporate governance

A. Internal control system

The Company ensures compliance and constantly strives to improve and enhance the internal control system in order to promote operations effectively and efficiently.

a. Basic philosophy on the internal control system

The Company has explicitly stipulated “being genuinely good” as a condition for “EXCITING,” which is our ultimate strategy. Our basic policy is that every single Director, Auditor and employee not only complies with the laws and regulations inside and outside Japan, but also acts in accordance with corporate ethics to fulfill the Company’s social role and responsibility. In addition, in accordance with this basic policy, the Company believes that it is necessary to pursue the optimal corporate governance at all times, and to continually work on initiatives to further enhance corporate governance. In order for corporate governance to function effectively, every fiscal year the Board of Directors itself analyzes and evaluates the effectiveness of the Board of Directors as a whole, by verifying the contribution the Board of Directors is making, identifying the issues involved, working to improve them, and disclosing a summary of the result.

b. Compliance system

We provide training on compliance, and the Company’s regulations and other rules for all Directors and all employees of the Group through e-learning (online testing) implemented by the legal department and the Security Committee. Moreover, we also conduct group training in the form of lectures for all Directors (excluding Outside Directors) and all employees of the Group, which we offered on a total of seven themes in the current fiscal year.

In addition, the internal audit departments audit the status of compliance in operational audits. These activities are reported to the Board of Auditors on a timely basis and the summary of the activities is regularly reported to the Board of Directors.

The Company has also established an Internal Reporting System under which employees (including former employees who have resigned from the Company within one year) may, under their own names or anonymously, report any violations of laws, regulations, or internal rules, or any suspected violations of such laws, regulations, or internal rules to an independent third party who has no vested interest in the Company, or to the Company through the internal report desk. The Internal Reporting System has been widely publicized in order to ensure that the compliance function works adequately and effectively. The Company has also established an internal report desk with a Standing Auditor as a contact person, and developed a system for receiving reports and investigating and correcting violations while securing its independence from senior management, thereby strengthening the compliance system.

c. Internal audit system

The Company recognizes that the internal audit function performs a vital role in internal control. The Internal Audit Office and the Internal Audit Committee, with one member and eight members respectively, are designated as the departments with responsibility for implementing internal audits. The Internal Audit Office is a department that was newly established in July 2007 as an organizational structure directly under the Representative Director in order to further strengthen the internal control environment, and the Company has assigned one employee to it. The Internal Audit Committee is composed of a Committee chair selected by the Internal Audit Office and Committee members who are chosen by the Committee chair. The principal duties of the Internal Audit Office are formulating the fiscal year internal auditing plan, establishing the priority issues for auditing, producing the final audit report, and taking responsibility for other extraordinary audits. The Internal Audit Office implements highly independent and neutral audit operations in collaboration with the Internal Audit Committee.

Also, the internal auditing plan is drawn up for each fiscal year by the Internal Audit Office, and is finalized upon obtaining the approval of the Board of Directors. Internal audit results overview is regularly reported to the Board of Directors. Reports on the results of audits are submitted in writing to its supervising officer, the Representative Director. The internal control system is further strengthened by the process of providing audited departments with instructions for improvements based on the results of auditing and ensuring that they report on the status of improvements afterwards, without delay, to assure the effectiveness of internal audits.

Reports on the status of internal auditing are issued on a timely basis in collaboration with the Board of Auditors.

d. Internal control in order to eliminate anti-social forces

The Company's basic policy is to block any relationships, including provision of funds, with anti-social forces that threaten the order and safety of society as a whole and to respond, with measures including both civil and criminal legal responses, to any unreasonable demands made by such anti-social forces, standing resolute as an entire organization and cooperating closely with the specialist external organizations, including the police and attorneys.

In terms of arrangements aimed at eliminating anti-social forces, the departments in charge of responding have established internal structures, employee education through once-yearly compliance training, and a response manual. In addition, the Company is a member of Tokubouren (the Special Anti-Violence Countermeasures Federation of the Metropolitan Police Department) and strives to gather information about anti-social forces and develop close cooperative relationships, by participating in training sessions and seminars, etc. organized by the Federation.

Moreover, as well as conducting an investigation into affiliations for all transactions with our business partners, we establish a clause in agreements for termination with immediate effect that allows us to terminate agreements without notification in the event that a business partner is an anti-social force or has engaged in transactions with an anti-social force. This provides a structure that allows an agreement to be terminated based on the clause in the event that these grounds become known.

e. Disclosure system

With regard to the disclosure system, we will consider with great care the effect on stakeholders, including investors, and independently disclose, as necessary, financial information and non-financial information, appropriately, and in accordance with laws and regulations and the regulations of the Tokyo Stock Exchange, and even information that is not necessarily required to be disclosed under laws and regulations and the regulations of the Tokyo Stock Exchange. Going forward we will work to strengthen this even further, enhancing the information that we provide via the Internet, etc., and taking pains to implement timely and accurate disclosure.

B. Establishment of risk management system

The Company, primarily the Internal Audit Office, identifies internal and external risks and evaluates these risks based on the two-axis assessment as to probability of occurrence and severity of loss. Items exposed to higher risk based on the risk evaluation and divisions involved are reflected in the internal audit plan as priority risks, and the establishment and operation of preventive measures and crisis management measures are checked through auditing.

In addition, the Company has established the Security Committee as an internal, functional committee related to the protection of personal information, prevention of leakage of confidential information, and information security, and it provides security training and guidance for employees.

The Company's legal advisors include HIBIYA PARK LAW OFFICES to which Hideaki Kubori, an Outside Director of the Company, belongs, Murata Tamami Law Firm, CITY-YUWA PARTNERS, Ikeda & Someya law firm, and LEACT LAW, and the Company requests advice whenever it is needed.

C. Status of system for ensuring the appropriateness of business operations at subsidiaries

To ensure the appropriateness of business operations at the Company's subsidiaries, the Company's Board of Directors monitors subsidiaries by receiving regular reports on their operating results and status of business execution, and by requesting reports, and providing guidance and supervision commensurate with the degree of risk. Important matters at subsidiaries are discussed beforehand between the subsidiary and the Company, and important matters that are judged to have a significant impact on the subsidiary's finances and profit and loss must receive approval from the Company's Board of Directors.

Moreover, the Group works together as one to maintain and improve its internal controls to ensure compliance and so forth, and the Company's Internal Audit Committee conducts regular audits of subsidiaries.

a. System for reporting to the Company matters related to the performance of duties of Directors, etc. of subsidiaries

In accordance with the basic policy related to management of subsidiaries and associates with the objective of developing the Group as a whole and improving performance, subsidiaries and associates deliberate with, or provide reports to, the Company.

b. System to manage the risk of losses at subsidiaries

In accordance with the Company's risk management policy, risks intrinsic to the Group are managed, and risk management is also implemented at Group companies in ways appropriate to the scale and nature of the business.

c. System to ensure that duties are being performed efficiently by Directors, etc. of subsidiaries

Within the Group, in addition to setting out decision-making rules and clarifying authority in accordance with the scale and nature of the business, discussions are held and reports are made on important matters related to the business operations of the Group as a whole.

d. System to ensure that duties of Directors, etc. and employees of subsidiaries are performed in conformance with laws and regulations, and the articles of incorporation

The Group has drawn up a unified ethics policy, and has put in place initiatives aimed at ensuring that Group companies are in compliance with ethics laws and regulations. In addition, in the event that problems are found that affect upper management, Directors in charge of subsidiaries submit reports to the Company in a timely fashion, and the Company provides appropriate guidance, etc. on how to respond, as necessary.

e. Compliance system for subsidiaries

As described in iii) A. b. above, training on compliance and on the Company's rules, etc. is implemented for all Directors and employees of subsidiaries. The Company also implements lecture-style group training sessions for all Directors and employees of its subsidiaries, and completed training sessions on four themes during the current fiscal year.

f. System to ensure the appropriateness of operations

Transactions with the parent company that depart from common practice are inspected by the legal department of the Company. In addition, the Internal Audit Committee conducts audits that cover subsidiaries and associates, and take the steps to understand and evaluate the state of internal control at the companies in question, as required.

iv) Activities of the Board of Directors

In the current fiscal year, the Company held meetings of the Board of Directors once a month. The attendance of each Director at the Board of Directors meetings is as follows.

Name	Number of meetings held	Number of meetings attended
Noriyuki Matsuda	12	12
Tomoaki Kojima	12	12
Kousuke Fujimoto	12	12
Fumihiko Aoyama	12	12
Hideaki Kubori	12	12
Kunitake Ando	12	12
Nobuhide Nakaido	12	12
Aiko Oue	12	12

Note: Hideaki Kubori retired from office at the conclusion of the 28th Annual Shareholders Meeting held on June 19, 2024.

The Board of Directors mainly discusses important matters in accordance with the Board of Directors Regulations, determines management strategies, approves budgets, approves financial statements, reports on the progress of business performance, and reports on the status of business execution in each business department and the formulation and progress of medium-term plans.

v) Overview of the contracts for limitation of liability

The Company has concluded contracts for limitation of liability for damages with the Outside Directors Hideaki Kubori, Kunitake Ando, Nobuhide Nakaido and Aiko Oue, and with the Auditors, Masaaki Hirose, Tetsuya Kobayashi and Maho Kinami, pursuant to the provision of Article 427, paragraph 1 of the Companies Act. An overview of these contracts is as below.

- In the event that the Outside Director or Auditor is liable for damages to the Company due to the neglect of duties, the Outside Director or Auditor will bear the liability limited to the minimum amount prescribed in laws and regulations.
- Recognition of the above-mentioned limitation of liability shall be restricted to when the Outside Director or Auditor acted in good faith and without gross negligence in the execution of the duties that led to the liability.

vi) Overview of the directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers damages arising from liability borne by the insured officers in the course of execution of their duties or claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion of liability for damages such as resulting from an illegal act with full knowledge of its illegality.

vii) Number of Directors

The Articles of Incorporation stipulate that the Company shall have no more than ten Directors.

viii) Requirements of resolutions for the appointment and dismissal of Directors

The Articles of Incorporation stipulate that a resolution to appoint a Director of the Company shall require a majority of the voting rights when shareholders who own at least one third of the voting rights of shareholders who can exercise voting rights are in attendance. The Articles of Incorporation also stipulate that a resolution to appoint a Director shall not be held by cumulative voting.

The Articles of Incorporation further stipulate that a resolution to dismiss a Director of the Company shall require at least two thirds of the voting rights when shareholders who own at least one third of the voting rights of shareholders who can exercise voting rights are in attendance.

ix) Method for an extraordinary resolution of the shareholders meeting

The Articles of Incorporation stipulate that a resolution provided for under Article 309, paragraph 2 of the Companies Act shall require at least two thirds of the voting rights when shareholders who own at least one third of the voting rights of shareholders who can exercise voting rights are in attendance. The objective of this is to ensure a quorum at the shareholders meeting to provide for its reliable and smooth operation.

x) Matters for resolution by the shareholders meeting that can be resolved by the Board of Directors

The Articles of Incorporation stipulate that the Board of Directors can resolve the following without a resolution of the shareholders meeting.

A. Exemption from liability of Directors and Auditors

Pursuant to the provision of Article 426, paragraph 1 of the Companies Act, the Articles of Incorporation of the Company stipulate that a resolution by the Board of Directors may exempt Directors and Auditors (including former Directors and Auditors) from liability for damages due to neglect of duties within the limit provided for by laws and regulations when there is good faith and no gross negligence. The objective of this is for Directors and Auditors to adequately fulfill their expected duties without the chilling effect due to the possibility of bearing excessive liability.

B. Acquisition of treasury shares

Pursuant to the provision of Article 165, paragraph 2 of the Companies Act, the Articles of Incorporation stipulate that the Company may acquire treasury shares in market and other transactions based on the resolution of the Board of Directors. The objective of this is the flexible implementation of capital strategy in response to changes in economic and other conditions.

C. Interim dividends

As prescribed in the Articles of Incorporation, the Company has adopted an interim dividend system, as provided for by the provisions of Article 454, paragraph 5 of the Companies Act, and the Board of Directors is the organizational body that determines the interim dividend. The objective of this is the flexible payment of dividends.

(2) Information about Directors and Auditors

i) List of Directors and Auditors

Male: 8, Female: 2 (Percentage of female Directors and Auditors: 20%)

Title and position	Name	Date of birth	Career summary		Term	Number of shares held (Shares)
Founder & CEO (Representative Director)	Noriyuki Matsuda	May 28, 1965	Apr. 1989	Joined IBM Japan	(Note 5)	35,763,200
			Sep. 1993	Established AAA, Ltd., Representative Director and President, AAA, Ltd.		
			Aug. 1996	Established the Company, President and CEO, the Company		
			Sep. 2012	President & CEO, SOURCENEXT Inc. (currently POCKETALK Inc.) (current position)		
			Jun. 2017	President and CEO, Rosetta Stone Japan, Inc.		
			Feb. 2021	Founder & CEO, the Company (current position)		
			Feb. 2022	President and CEO, POCKETALK CORPORATION		
			Jun. 2024	Founder & CEO, POCKETALK CORPORATION (current position)		
President & COO (Representative Director)	Tomoaki Kojima	June 3, 1977	Sep. 2001	Joined the Company	(Note 5)	105,500
			Jun. 2006	Executive Officer, the Company		
			Jun. 2008	Managing Director, the Company		
			Jan. 2009	Executive Director, the Company		
			Jun. 2012	Managing Director, the Company		
			May 2017	Managing Director, EUS Co., Ltd. (formerly FUDEMAME Co., Ltd., liquidated in Nov. 2021)		
			Jan. 2019	Managing Director, Sourcenext B.V. (currently POCKETALK B.V.)		
			Sep. 2019	Director, UMEOX Innovations Co., Ltd. (current position)		
			Apr. 2020	CEO, Sourcenext B.V. (currently POCKETALK B.V.)		
			Feb. 2021	President & COO, the Company (current position)		
			Mar. 2024	President and CEO, Rosetta Stone Japan, Inc. (current position)		
Director & CSO	Kousuke Fujimoto	September 9, 1964	Oct. 1988	Joined Recruit Co., Ltd.	(Note 5)	170,400
			Nov. 1999	Joined the Company		
			Dec. 1999	Managing Director, the Company		
			Oct. 2009	Executive Officer, the Company		
			Jul. 2013	Managing Executive Officer, the Company		
			Apr. 2015	Senior Executive Officer, the Company		
			Jun. 2018	Senior Managing Director, the Company		
			Apr. 2022	Director & CSO, the Company (current position)		

Title and position	Name	Date of birth	Career summary	Term	Number of shares held (Shares)
Director & CFO	Fumihiko Aoyama	August 3, 1967	Oct. 1991 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC) Jul. 1999 Joined Deloitte Tohmatsu Consulting Apr. 2000 Joined the Company Apr. 2002 Executive Officer, the Company Jun. 2004 Managing Director, the Company Jan. 2009 Executive Director, the Company Jun. 2012 Managing Director, the Company May 2017 Managing Director, EUS Co., Ltd. (formerly FUDEMAME Co., Ltd., liquidated in Nov. 2021) Feb. 2021 Managing Director & CFO, the Company Apr. 2022 Director & CFO, the Company (current position)	(Note 5)	254,500
Director	Kunitake Ando	January 1, 1942	Apr. 1969 Joined Sony Corporation (currently Sony Group Corporation) Aug. 1979 Representative Director, Sony Prudential Life Insurance Co., Ltd. Apr. 1990 President, Sony Corporation of America President, Sony Engineering and Manufacturing of America Apr. 2000 Representative Director and President, Sony Corporation (currently Sony Group Corporation) Jun. 2005 Chairman, Representative Director, Sony Financial Holdings Inc. Jun. 2007 Chairman, Director, Sony Life Insurance Co., Ltd. Jul. 2013 Director, Japan Innovation Network (current position) Jun. 2017 Outside Director, the Company (current position) Apr. 2018 Chairman, The University of Nagano (current position)	(Note 5)	41,600

Title and position	Name	Date of birth	Career summary		Term	Number of shares held (Shares)
Director	Nobuhide Nakaido	November 1, 1946	Apr. 1971	Joined Sumitomo Corporation	(Note 5)	23,100
			Apr. 1998	Corporate Officer, Sumitomo Corporation		
			Jun. 1998	Director, Sumitomo Corporation		
			Apr. 2002	Representative Director, Managing Director, Sumitomo Corporation		
			Apr. 2004	Representative Director, Senior Managing Executive Officer, Sumitomo Corporation		
			Apr. 2005	Representative Director, Executive Vice President, Sumitomo Corporation		
			Jun. 2009	Chairman and President, Sumisho Computer Systems Corporation (currently SCSK Corporation)		
			Oct. 2011	President and Representative Director, SCSK Corporation		
			Jun. 2013	Chairman and Representative Director, SCSK Corporation		
			Apr. 2016	Director and Corporate Adviser, SCSK Corporation		
			Jun. 2016	Corporate Adviser, SCSK Corporation		
			May 2017	Outside Director, Ichigo Inc. (current position)		
			Oct. 2018	Chairman, Japan Association for Chief Human Resource Officers (current position)		
			Mar. 2019	Outside Director, eSOL Co., Ltd. (current position)		
			Jun. 2020	Outside Director, the Company (current position)		
			Mar. 2022	External Director, JAC Recruitment Co., Ltd. (current position)		
Director	Aiko Oue	August 23, 1975	Jan. 2017	Registered as Attorney-at-Law, Joined Nakamoto Law Office	(Note 5)	9,400
			Apr. 2017	Part-time officer, Secretariat, Public Interest Corporation Commission, Cabinet Office, Government of Japan		
			Jan. 2020	Joined Kaikai kiki Co., Ltd.		
			May 2020	Outside Director, Kakiyasu Honten Co., Ltd. (current position)		
			Jan. 2022	Returned to Nakamoto Law Office		
			Jun. 2022	Outside Director, the Company (current position)		
			Jun. 2022	Outside Corporate Auditor, Foster Electric Company, Limited (current position)		
			Jan. 2023	Established JLX Partners, Partner (current position)		
Standing Auditor	Masaaki Hirose	August 26, 1948	Apr. 1971	Joined Suruga Bank Ltd.	(Note 6)	54,800
			Apr. 2005	Managing Executive Officer, Suruga Bank Ltd.		
			Jun. 2008	Standing Auditor, Suruga Bank Ltd.		
			Jun. 2016	Senior Executive Advisor, Suruga Bank Ltd.		
			Jun. 2017	Standing Auditor, the Company (current position)		
			Mar. 2018	Auditor, Solve Co., Ltd. (current position)		

Title and position	Name	Date of birth	Career summary		Term	Number of shares held (Shares)
Auditor	Tetsuya Kobayashi	September 5, 1958	Apr. 1991	Registered as Attorney-at-Law (Daini Tokyo Bar Association)	(Note 7)	–
			Apr. 2003	Member of Examination Board for foundation of incorporated educational institution and university (Law school special examination board), Ministry of Education, Culture, Sports, Science and Technology		
			Apr. 2004	Vice President, Daini Tokyo Bar Association		
			Jan. 2006	Established Kobayashi Sogo Law Office		
			Jun. 2006	Outside Auditor, the Company (current position)		
			May 2007	Expert committee member, Committee for Certified Evaluation and Accreditation of Law Schools, National Institution for Academic Degrees and Quality Enhancement of Higher Education		
			Apr. 2008	Part-time instructor, Faculty of Law, Keio University		
			May 2010	Auditor, Utsunomiya Hotoku Hospital (current position)		
			Jun. 2011	Outside Auditor, MOCHIDA PHARMACEUTICAL CO., LTD.		
			Apr. 2012	Executive Governor, Japan Federation of Bar Associations		
			May 2016	Committee member, Committee for Certified Evaluation and Accreditation of Law Schools, National Institution for Academic Degrees and Quality Enhancement of Higher Education (current position)		
			Jun. 2021	Outside Director, Toyo Suisan Kaisha,Ltd. (current position)		
			Apr. 2023	Member, Expert Committee on Plan Implementation and Monitoring, Gender Equality Conference, Gender Equality Bureau Cabinet Office (current position)		
Auditor	Maho Kinami	February 14, 1976	Apr. 1998	Joined Starbucks Coffee Japan	(Note 7)	–
			Dec. 2010	Registered as Attorney-at-Law		
				Joined Zaoo Law Office		
			Dec. 2017	Outside Director, Noevir Holdings Co., Ltd. (current position)		
				Representative of Kinami Law Office (current position)		
			Jun. 2019	Outside Director, Advanex Inc.		
			Jun. 2022	Outside Auditor, the Company (current position)		
			Jun. 2022	Outside Auditor, AGRIMEDIA Co., Ltd. (current position)		
Total						36,422,500

Notes:
1. Directors Kunitake Ando, Nobuhide Nakaido and Aiko Oue are Outside Directors.
2. Auditors Tetsuya Kobayashi and Maho Kinami are Outside Auditors.
3. The Company introduced the CXO system as of April 1, 2022, to strengthen the business execution system in preparation for future global expansion. There are four Directors serving concurrently as CXOs, and five CXOs.
4. At the Annual Shareholders Meeting on June 19, 2024, the Company appointed one Substitute Auditor to be ready in case the number of Auditors falls short of the number stipulated by laws and regulations. The career summary of the Substitute Auditor is as shown below.

Name	Date of birth	Career summary		Number of shares held (Shares)
Ryo Tsuchida (Registered name: Ryo Teranishi)	July 4, 1968	Apr. 1998	Assistant, Faculty of Law, Sophia University	–
		Apr. 2000	Full-time instructor, Faculty of Law, University of East Asia	
		Apr. 2002	Assistant Professor, Faculty of Law, University of East Asia	
		Apr. 2003	Assistant Professor, Faculty of Law, Meijo University	
			Part-time instructor, Division of Laws, Total Academic Graduate Course, Correspondence Graduate School, University of East Asia (current position)	
		Apr. 2008	Associate Professor, Judicial Affairs Course, Omiya Law School	
			Part-time instructor, Faculty of Law, Meijo University	
		Jan. 2010	Registered as Attorney-at-Law (Daini Tokyo Bar Association)	
			Joined Frontier-Law	
		Apr. 2011	Professor, Judicial Affairs Course, Omiya Law School	
		Apr. 2012	Part-time instructor, Meiji Gakuin University Graduate Law School	
		Apr. 2014	Professor, Department of Law, School of Law, Senshu University	
			Part-time instructor, Judicial Affairs Course, Omiya Law School	
		Apr. 2015	Part-time lecturer, Faculty of Law, Komazawa University	
		Jun. 2015	Outside Auditor, Resona Bank, Limited	
		Nov. 2017	Outside Director, UPR Corporation (current position)	
		Apr. 2018	Part-time instructor, College of Economics, Rikkyo University	
		Dec. 2018	Outside Corporate Auditor, Noevir Holdings Co., Ltd.	
		Jun. 2019	Outside Director, Audit and Supervisory Committee Member, Resona Bank, Limited	
		Jan. 2020	Outside Director, Audit and Supervisory Committee Member, Resona Asset Management Co., Ltd. (current position)	
		Apr. 2020	Professor of Sophia Law School (current position)	
		Dec. 2021	Outside Director, Noevir Holdings Co., Ltd. (current position)	
		Jun. 2023	Outside Director, Audit and Supervisory Committee Member of Saitama Resona Bank, Limited (current position)	

Ryo Tsuchida, Substitute Auditor, meets the requirements for Outside Auditor.

5. From the conclusion of the Annual Shareholders Meeting for the fiscal year ended March 31, 2024 to the conclusion of the Annual Shareholders Meeting for the fiscal year ending March 31, 2025.
6. From the conclusion of the Annual Shareholders Meeting for the fiscal year ended March 31, 2021 to the conclusion of the Annual Shareholders Meeting for the fiscal year ending March 31, 2025.
7. From the conclusion of the Annual Shareholders Meeting for the fiscal year ended March 31, 2022 to the conclusion of the Annual Shareholders Meeting for the fiscal year ending March 31, 2026.
8. Number of shares held is as of March 31, 2024.

ii) Information about Outside Directors and Auditors

The Company has three Outside Directors and two Outside Auditors. Their ownership of shares of the Company is described in "(i) List of Directors and Auditors." In relationships with the Company, they have no human relationships, significant capital relationships, business relationships, or any other interests.

Of the three Outside Directors, Kunitake Ando is Director at Japan Innovation Network, and Chairman at the University of Nagano. There are no capital or business relationships between any of these companies and the Company.

Nobuhide Nakaido is Outside Director of Ichigo Inc., Chairman of Japan Association for Chief Human Resource Officers, Outside Director of eSOL Co., Ltd. and External Director of JAC Recruitment Co., Ltd. There are no capital or business relationships between any of these companies and the Company.

Aiko Oue is an attorney-at-law and has no business relationships with or interests in the Company. She is also Outside Director of Kakiyasu Honten Co., Ltd. and Outside Corporate Auditor of Foster Electric Company, Limited. There are no capital or business relationships between any of these companies and the Company.

Of the two Outside Auditors, Tetsuya Kobayashi is an attorney-at-law and has no business relationships with or interests in the Company. He serves as Outside Director of Toyo Suisan Kaisha,Ltd. There are no capital or business relationships between the company and the Company.

Maho Kinami is an attorney-at-law and has no business relationships with or interests in the Company. She also serves as Outside Director of Noevir Holdings Co., Ltd. and Outside Auditor of AGRIMEDIA Co., Ltd. There are no capital or business relationships between any of these companies and the Company.

The Outside Directors serve a role as an advisory function for the Company’s management from an external perspective and further strengthen the management supervisory function of the Board of Directors by participating from a standpoint that is independent of the execution of operations. The Outside Directors also exchange opinions with the Board of Auditors whenever necessary, increasing coordination between them.

The Outside Auditors, in addition to exchanging information with the Standing Auditor, ensure the effectiveness of audits through close collaboration with the Internal Audit Office and the Accounting Auditors, including regularly exchanging information on audit plans and audit results and holding hearings on reports concerning the establishment of internal control and the results of assessments.

Moreover, as the policy concerning the independence of Outside Directors and Outside Auditors from the Company, we focus on independence when making appointments to enable each of them to provide supervision, auditing, advice and recommendations from a perspective outside of the Company utilizing their expert knowledge and experience based on a neutral and objective standpoint with no possibility of a conflict of interest with ordinary shareholders.

(3) Status of audits

i) Status of auditors’ audit

The Company has adopted an auditor system, and there are three Auditors, including two Outside Auditors. Additionally, the Company has appointed an Auditor with a considerable degree of knowledge concerning finance and accounting as outlined below.

Standing Auditor Masaaki Hirose served in the roles of Managing Executive Officer and Standing Auditor at Suruga Bank Ltd. for a total of more than 11 years.

In the current fiscal year, the Company held meetings of the Board of Auditors once a month as a rule. The attendance of each Auditor at the Board of Auditors meetings is as follows.

Name	Number of meetings held	Number of meetings attended
Masaaki Hirose	13	13
Tetsuya Kobayashi	13	13
Maho Kinami	13	13

The Board of Auditors passes resolutions regarding the appointment of Auditors, evaluation and reappointment of Accounting Auditors, preparation of audit reports, formulation of audit policies, priority audit items, audit assignments, audit plans and methods, the remuneration for Accounting

Auditors, and other issues. They also discuss remuneration for Auditors and receive reports from the Standing Auditor, the Internal Audit Office, Accounting Auditors, Directors, and other parties.

In addition, each Auditor exchanges information with the Representative Director, hears updates about the development and operation of internal control systems from Directors and others, attends meetings of the Board of Directors and other meetings, exchanges information with the Auditors of subsidiaries, and receives explanations from Accounting Auditors regarding questions about audit plans, audit fees, methods and results of quarterly reviews, methods and results of year-end audits, key audit matters (KAM) and other issues. In addition, the Standing Auditor, utilizing online means to work in tandem with the Auditors of subsidiaries, interviews officers and employees of the Company and its subsidiaries regarding priority audit items and other matters, attends internal audits, inspects minutes of meetings, accident reports, requests for approval, expense data, etc., visits and interviews contractors, and attends audits conducted by the Accounting Auditors.

ii) Status of internal audit

The Internal Audit Office and the Internal Audit Committee, which are composed of one and eight members respectively, verify the legality and propriety of operations in operational audits and report the results to the Representative Directors. The Internal Audit Office and the Internal Audit Committee implement assessments of internal control related to financial reporting. The Internal Audit Office reports directly to the Board of Auditors on the content and results of internal audits in a timely manner and receives advice from them. They also ensure the effectiveness of audits by regularly reporting the results of internal audits directly to the Board of Directors and receiving advice. The Accounting Auditors regularly exchange opinions with the Auditors and the Internal Audit Office and aim for coordination with internal audits and auditors' audits.

Moreover, the Auditors, Accounting Auditors, and the Internal Audit Office exchange information on every occasion relating to assessments of internal control, forming a framework that enables them to collaborate and identify common issues.

iii) Status of accounting audit

A. Names of certified public accountants who executed the audit duties, name of audit firm to which they belong, and number of years of auditing in the event that the certified public accountant has been continuously engaged in audit duties related to the reporting company's financial documents

Certified public accountants who executed the audit duties		Audit firm to which they belong	Number of years of continuous auditing
Designated Limited Liability Partner Engagement Partner	Toshimitsu Wakayama	PricewaterhouseCoopers Japan LLC	1 year
Designated Limited Liability Partner Engagement Partner	Tetsuro Iwase	PricewaterhouseCoopers Japan LLC	3 years

B. Number of terms of continuous auditing

5 years

C. Breakdown of auditing assistants who executed the audit duties

Certified public accountants	2 persons
Other	13 persons

Note: "Other" above are people who have passed the Certified Public Accountants Examination and systems auditors, etc.

D. Policies and reasons for selecting Accounting Auditor

Provided that Accounting Auditor is determined to meet any of the items set forth in Article 340, paragraph 1 of the Companies Act, the Board of Auditors shall, upon the consent of all

Auditors, accordingly dismiss Accounting Auditor. In such a case, Auditor selected by the Board of Auditors shall report the dismissal of Accounting Auditor and the reason for it at the first General Meeting of Shareholders convened after the dismissal.

In addition to the case above, the Board of Auditors shall also determine the proposals related to non-reappointment of Accounting Auditor if deemed necessary after comprehensively considering their independence, audit quality, quality control, comprehensive ability, and other statuses of their execution of duties. The Board of Auditors shall annually deliberate on dismissal or non-reappointment of Accounting Auditor based on the policies above.

The Board of Auditors has selected PricewaterhouseCoopers Japan LLC (hereinafter “PwC Japan”) because it has determined that PwC Japan has a sound basis for ensuring that accounting audits are carried out appropriately. This decision was made taking comprehensively into account the fact that PwC Japan can provide us with a wide range of information as well as its independence, expertise, appropriateness of audit activities, validity, and efficiency, and other statuses of its execution of duties.

E. Audit firm evaluation by Auditors and Board of Auditors

The Company’s Auditors and the Board of Auditors evaluate the audit firm according to the “Standards for Evaluating Accounting Auditor.” The “Standards for Evaluating Accounting Auditor” was developed by the Board of Auditors with reference to the “Evaluation Standards on External Accounting Auditors” established by Japan Audit & Supervisory Board Members Association. The standards evaluate audit firms based on items such as audit firms’ quality control, audit team’s job performance, audit fees, commutations with Auditors and management, and fraud risk management. Reappointment of Accounting Auditor for the current fiscal year was also resolved by the Board of Auditors based on the applicable evaluation results.

iv) Details of audit fee, etc.

A. Details of remuneration to certified public accountants, etc. for audits

(Thousands of yen)

Category	Fiscal year ended March 31, 2023		Fiscal year ended March 31, 2024	
	Fees for audit certification services	Fees for non-audit services	Fees for audit certification services	Fees for non-audit services
Reporting company	32,000	–	34,500	–
Consolidated subsidiaries	–	–	47,276	350
Total	32,000	–	81,776	350

Notes: 1. The above remuneration for fees for the Company’s audit certification services for the fiscal year ended March 31, 2024, includes 2,500 thousand yen of additional compensation.

2. Non-audit services of consolidated subsidiaries for the fiscal year ended March 31, 2024, consisted of tax-related services.

B. Remuneration to organizations that belong to the same network of certified public accountants, etc. for audits (excluding remuneration described in the item A. above)

Not applicable.

C. Details of remuneration for other significant audit certification services

Not applicable.

D. Policy on determining audit fee

The Company gives full consideration to the audit plan, audit details and time required for audits by certified public accountants, etc. for audits, and determines an appropriate audit fee, having first obtained the approval of the Board of Auditors.

E. Reasons why the Board of Auditors has consented to remuneration for Accounting Auditor

The Company's Board of Auditors agreed to remuneration for Accounting Auditor proposed by the Board of Directors as stipulated in Article 399, paragraph 1 of the Companies Act, after conducting evaluations necessary to determine the appropriateness of the Accounting Auditor's audit plans, status of its execution of duties, the basis of calculation of audit fee estimate, and other matters.

(4) Remuneration, etc. for Directors and Auditors

i) Policy on determination of remuneration, etc. for Directors and Auditors

A. Remuneration, etc. for Directors

The Company has resolved at the Board of Directors meeting to adopt a "Policy for determining the details of remuneration, etc. for individual Directors" (hereinafter referred to as the "Determination Policy"). The details of the Determination Policy are as follows.

1. As a means of appropriately motivating executives to commit to sustained enhancement of the Group's corporate value, the executive remuneration of the Company shall consist of (i) fixed compensation as basic remuneration, (ii) performance-based compensation that reflects the consolidated performance of the relevant fiscal year, and (iii) stock options intended to be linked to medium- to long-term performance. When determining the content of individual remuneration for Directors, appropriate measures shall be taken to ensure transparency, fairness, and rationality. With regard to Outside Directors, their remuneration is composed of fixed compensation only.

   a. Basic remuneration

   The basic remuneration is established, within the total amount of remuneration resolved at the General Meeting of Shareholders, as an amount in accordance with the scope of responsibility or duties of each Director. The amount is reviewed annually based on factors such as business performance and level of contribution, and ability to drive strategy and planning.

   b. Performance-based compensation

   In order to provide an incentive to improve business performance for each fiscal year, performance-based compensation is provided to Directors who execute the Company's business operations. Performance-based compensation is calculated based on ordinary profit for each fiscal year as a performance indicator and using a coefficient. However, the total amount of performance-based compensation received by Directors shall be limited to 5% of ordinary profit for the current fiscal year.

   c. Stock options

   In order to increase the linkage between Directors' remuneration and medium- to long-term business performance and to provide appropriate motivation for the sustainable enhancement of corporate value, stock options are granted to Directors who execute the Company's business operations. The number of shares to be granted shall be calculated by the Board of Directors in accordance with the policy for determining the ratio of each type of compensation described below, based on factors such as position, duties, and stock price.

2. A guide for the allocation ratio is 50% for fixed compensation, 20% for performance-based compensation and 30% for stock options, and appropriate amounts are granted to each Director according to his/her position and achievement of targets.

3. Basic remuneration is paid every month. Performance-based compensation and stock options are granted at a certain time each year after the Board of Directors determines the

amount and the number of share acquisition rights to be granted at a meeting held after the conclusion of Annual Shareholders Meeting.

4. Upon resolution at the Board of Directors, the Company has established the Remuneration Advisory Committee. The details of remuneration, etc. for Directors are resolved at the Board of Directors based on the deliberations and decisions of the Remuneration Advisory Committee.

B. Reasons why the Board of Directors has determined that the details of remuneration, etc. for individual Directors for the current fiscal year are in line with the Determination Policy

The Remuneration Advisory Committee, the majority of which are composed of Outside Directors, determined the draft amount of remuneration for each Director for the current fiscal year based on the Determination Policy, comprehensively taking into consideration the scope of responsibility or duties of each Director, business performance and level of contribution. The draft was deliberated and resolved at the Board of Directors meeting. Since the amount of remuneration was determined through these procedures, the Board of Directors has determined that the amount of remuneration for each Director for the current fiscal year is in line with the Determination Policy.

C. Remuneration, etc. for Auditors

The structure of remuneration, etc. for Auditors is made of basic remuneration only.

The amount of remuneration, etc. shall be a specific amount within the total amount of remuneration resolved at the General Meeting of Shareholders to ensure that the amount for each Auditor is fair and to make the auditing function operate effectively. The specific amount for each Auditor shall be determined through consultation among Auditors taking into account the duties allocated to each Auditor, level of knowledge, work experience, and other factors.

ii) Total amount of remuneration, etc. by each category of Directors, Auditors, and Outside Directors and Auditors, total amount of remuneration, etc. by type, and number of Directors, Auditors, and Outside Directors and Auditors to be paid

Category	Total amount of remuneration (Thousands of yen)	Total amount of remuneration, etc. by type (Thousands of yen)			Number to be paid (Persons)
		Basic remuneration	Performance-based compensation	Non-monetary compensation, etc.	
Directors (excluding Outside Directors)	147,178	88,968	–	58,210	4
Auditors (excluding Outside Auditors)	9,600	9,600	–	–	1
Outside Directors and Auditors	50,400	50,400	–	–	6

Note: Non-monetary compensation, etc. consist of stock options for three Directors and share-based-remuneration-type stock options for four Directors.

iii) Total amount of consolidated remuneration, etc. per Director and Auditor

Omitted as there is no Director or Auditor for whom the total amount of consolidated remuneration, etc. is 100 million yen or more.

iv) Significant employee salary for employees serving concurrently as Directors or Auditors

Not applicable.

(5) Ownership of shares

i) Classification criteria and approaches for investment shares

The Company shall hold shares of other companies only in cases where it believes these holdings contribute to the Company's corporate value for reasons such as business strategic benefits as well as maintenance and strengthening of long and stable business relations with the invested companies.

ii) Investment shares held for any purpose other than pure investment

A. Holding policy and the method to verify the reasonableness of the holding, as well as details of such verification by the Board of Directors concerning the appropriateness of the holding of the respective stocks

The Group evaluates each share it holds for the significance and economic rationale in medium- to long-term perspectives such as growth, profitability, and business relationships with the invested companies. We evaluate the economic rationale concerning whether holding the shares is an appropriate way to use the Group's fund by measuring the benefits that can be obtained quantitatively and qualitatively. The evaluation is performed in accordance with the following criteria:

- The purpose of holding the shares is appropriate,
- The benefits and risks associated with holding the shares are worth to the Group's capital cost,
- The Group has continuous business relations with the invested companies and business expansion opportunities with them in the future,
- The Group has reasonable reasons for holding the shares to maintain business relations with the companies and expand business with them,
- The risk of holding shares due to business performance or stock price movement of the invested companies is not significantly high, and
- Holding the shares does not have a marked influence on the capital demand on other business investment.

The decision of whether to continue holding the shares shall be made every year at the Board of Directors meeting. At the meeting, each share is evaluated whether to meet the criteria above. When the criteria are met, the Company continues to hold the shares. When this is not the case, the Company considers reducing the shares after sufficient discussions with the invested companies.

B. Number of issues and carrying amount

	Number of issues (Issue)	Total carrying amount (Thousands of yen)
Unlisted stocks	9	1,147,550
Stocks other than unlisted stocks	1	2,091,295

(Issues whose number of shares increased during the current fiscal year)

	Number of issues (Issue)	Total acquisition costs associated with increase in shares (Thousands of yen)	Reason for increase in number of shares
Unlisted stocks	–	–	–
Stocks other than unlisted stocks	2	–	Due to new listing of unlisted stocks held by the Company Due to share split of unlisted stocks held by the Company

(Issues whose number of shares decreased during the current fiscal year)

	Number of issues (Issue)	Total sales proceeds associated with decrease in shares (Thousands of yen)
Unlisted stocks	2	108,420
Stocks other than unlisted stocks	3	123,659

C. Information on the number of shares and carrying amount by issue of specified investment shares and shares subject to deemed shareholding

Issue	Fiscal year ended March 31, 2024	Fiscal year ended March 31, 2023	Holding purpose, outline of business alliance, etc., quantitative effect of holding and reason for increased number of shares	Holding of the Company's shares
	Number of shares (Shares)	Number of shares (Shares)		
	Carrying amount (Thousands of yen)	Carrying amount (Thousands of yen)		
JNS HOLDINGS INC.	–	39,000	All shares were sold during the current fiscal year.	No
	–	15,054		
Joshin Denki Co., Ltd.	–	5,000	All shares were sold during the current fiscal year.	No
	–	9,770		
INFORICH INC.	–	70,300	All shares were sold during the current fiscal year.	No
	–	110,511		
SORACOM, INC.	962,400	–	This company was listed during the current fiscal year, and its shares are therefore listed in this category. The Company holds shares to maintain and strengthen the business relationship for its affinity with the Company's existing business.	No
	2,091,295	–		

Note: The Company has difficulty describing quantitative effect of holding. Reasonableness of holding has been verified as described in (ii) A.

iii) Investment shares held for the purpose of pure investment

Not applicable.

V. Financial information

1. Preparation policy of the consolidated and non-consolidated financial statements

   (1) The consolidated financial statements of the Company are prepared in accordance with the "Regulation on Terminology, Forms, and Preparation Methods of Consolidated Financial Statements" (Ministry of Finance Order No. 28 of 1976).

   (2) The non-consolidated financial statements of the Company are prepared in accordance with the "Regulation on Terminology, Forms, and Preparation Methods of Financial Statements" (Ministry of Finance Order No. 59 of 1963, hereinafter, "Regulation on Financial Statements").

   The Company meets the criteria of a company allowed to file specified financial statements under the Financial Instruments and Exchange Act and prepares non-consolidated financial statements pursuant to the provisions of Article 127 of Regulation on Financial Statements.

2. Audit certification

   The consolidated financial statements for the fiscal year from April 1, 2023 to March 31, 2024 were audited by PricewaterhouseCoopers Japan LLC in accordance with Article 193-2, paragraph 1 of the Financial Instruments and Exchange Act.

   Note that PricewaterhouseCoopers Kyoto, from which the Company had originally received audit certification, merged with PricewaterhouseCoopers Aarata LLC and changed its name to PricewaterhouseCoopers Japan LLC as of December 1, 2023.

3. Remarkable efforts to ensure fair presentation of consolidated financial statements, etc.

   The Company makes remarkable efforts to ensure fair presentation of consolidated financial statements, etc. Specifically, to ensure correct understanding of accounting standards, etc. and organize the system capable of responding to these accounting standards, the Company has acquired membership in the Financial Accounting Standards Foundation, has a subscription to specialized magazines explaining accounting standards and systems, and attends training seminars held by external institutions including audit firms on changes of accounting standards and other topics.

1. Consolidated financial statements, etc.

(1) Consolidated financial statements

i) Consolidated balance sheet

(Thousands of yen)

	Previous fiscal year (As of March 31, 2023)	Current fiscal year (As of March 31, 2024)
Assets		
Current assets		
Cash and deposits	6,484,572	3,282,046
Accounts receivable - trade	1,264,988	1,980,324
Merchandise and finished goods	3,345,704	2,494,996
Raw materials and supplies	65,426	76,622
Advance payments to suppliers	860,637	681,883
Income taxes refund receivable	–	13,528
Other	485,574	233,219
Total current assets	12,506,905	8,762,622
Non-current assets		
Property, plant and equipment		
Buildings	160,630	225,842
Accumulated depreciation	(140,564)	(144,993)
Buildings, net	20,065	80,848
Vehicles	8,794	–
Accumulated depreciation	(8,794)	–
Vehicles, net	0	–
Tools, furniture and fixtures	225,016	233,100
Accumulated depreciation	(167,628)	(173,523)
Tools, furniture and fixtures, net	57,388	59,577
Total property, plant and equipment	77,453	140,426
Intangible assets		
Software	1,183,049	2,333,141
Contract based intangible assets	1,078,590	1,001,086
Other	813,793	208,010
Total intangible assets	3,075,433	3,542,238
Investments and other assets		
Investment securities	* 3,372,612	* 4,275,658
Deferred tax assets	506,055	2,251
Other	100,878	88,302
Total investments and other assets	3,979,545	4,366,212
Total non-current assets	7,132,432	8,048,876
Total assets	19,639,337	16,811,498

(Thousands of yen)

	Previous fiscal year (As of March 31, 2023)	Current fiscal year (As of March 31, 2024)
Liabilities		
Current liabilities		
Accounts payable - trade	259,289	312,072
Short-term borrowings	4,600,000	3,825,000
Current portion of long-term borrowings	520,080	520,080
Accounts payable - other	913,133	768,911
Income taxes payable	36,712	39,466
Unearned revenue	439,529	529,274
Provision for bonuses	26,115	42,263
Other	609,696	292,021
Total current liabilities	7,404,557	6,329,090
Non-current liabilities		
Long-term borrowings	2,129,820	1,609,740
Long-term unearned revenue	201,928	272,140
Deferred tax liabilities	–	164,114
Other	–	46,849
Total non-current liabilities	2,331,748	2,092,845
Total liabilities	9,736,305	8,421,935
Net assets		
Shareholders’ equity		
Share capital	3,701,935	3,703,401
Capital surplus	7,332,327	7,545,969
Retained earnings	(1,889,953)	(4,059,938)
Treasury shares	(163,122)	(163,122)
Total shareholders’ equity	8,981,187	7,026,310
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	125,156	829,149
Foreign currency translation adjustment	99,631	218,343
Total accumulated other comprehensive income	224,788	1,047,492
Share acquisition rights	258,724	315,759
Non-controlling interests	438,332	–
Total net assets	9,903,032	8,389,563
Total liabilities and net assets	19,639,337	16,811,498

ii) Consolidated statement of income and consolidated statement of comprehensive income

Consolidated statement of income

(Thousands of yen)

		Previous fiscal year (From April 1, 2022 to March 31, 2023)		Current fiscal year (From April 1, 2023 to March 31, 2024)
Net sales	*1	10,347,679	*1	11,334,366
Cost of sales	*2	5,373,766	*2	5,230,803
Gross profit		4,973,913		6,103,562
Selling, general and administrative expenses				
Promotion expenses		403,364		517,165
Salaries		1,127,349		1,306,508
Provision for bonuses		26,115		42,263
Outsourcing expenses		1,818,523		2,413,726
Advertising expenses		1,702,652		1,505,431
Other	*3	2,470,739	*3	2,589,921
Total selling, general and administrative expenses		7,548,745		8,375,017
Operating loss		(2,574,832)		(2,271,454)
Non-operating income				
Interest income		5,104		3,909
Dividend income		2,088		2,271
Foreign exchange gains		162,838		249,056
Gain on investments in silent partnerships		24,681		26,327
Other		4,845		13,356
Total non-operating income		199,558		294,921
Non-operating expenses				
Interest expenses		52,515		70,189
Share of loss of entities accounted for using equity method		101,747		155,614
Share issuance costs		8,182		514
Litigation expenses		–		36,000
Other		88		659
Total non-operating expenses		162,533		262,977
Ordinary loss		(2,537,807)		(2,239,511)
Extraordinary income				
Gain on sale of investment securities		20,094		54,703
Gain on reversal of share acquisition rights		8,293		26,786
Total extraordinary income		28,387		81,489
Extraordinary losses				
Loss on valuation of investment securities		6,348		–
Total extraordinary losses		6,348		–
Loss before income taxes		(2,515,768)		(2,158,021)
Income taxes - current		10,190		6,219
Income taxes - deferred		1,337		357,220
Total income taxes		11,528		363,440
Loss		(2,527,297)		(2,521,461)
Loss attributable to non-controlling interests		(223,462)		(351,477)
Loss attributable to owners of parent		(2,303,834)		(2,169,984)

Consolidated statement of comprehensive income

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Loss	(2,527,297)	(2,521,461)
Other comprehensive income		
Valuation difference on available-for-sale securities	63,924	703,992
Foreign currency translation adjustment	35,476	114,032
Total other comprehensive income	* 99,401	* 818,025
Comprehensive income	(2,427,895)	(1,703,436)
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	(2,206,793)	(1,347,279)
Comprehensive income attributable to non-controlling interests	(221,101)	(356,157)

iii) Consolidated statement of changes in equity

Previous fiscal year (From April 1, 2022 to March 31, 2023)

(Thousands of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	3,695,284	5,509,249	413,880	(163,122)	9,455,292
Changes during period					
Issuance of new shares - exercise of share acquisition rights	6,651	6,651			13,302
Loss attributable to owners of parent			(2,303,834)		(2,303,834)
Change in ownership interest of parent due to transactions with non-controlling interests		1,816,427			1,816,427
Net changes in items other than shareholders' equity					–
Total changes during period	6,651	1,823,078	(2,303,834)	–	(474,105)
Balance at end of period	3,701,935	7,332,327	(1,889,953)	(163,122)	8,981,187

	Accumulated other comprehensive income			Share acquisition rights	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Total accumulated other comprehensive income			
Balance at beginning of period	61,232	66,515	127,747	200,159	176,061	9,959,260
Changes during period						
Issuance of new shares - exercise of share acquisition rights						13,302
Loss attributable to owners of parent						(2,303,834)
Change in ownership interest of parent due to transactions with non-controlling interests						1,816,427
Net changes in items other than shareholders' equity	63,924	33,116	97,040	58,565	262,270	417,877
Total changes during period	63,924	33,116	97,040	58,565	262,270	(56,228)
Balance at end of period	125,156	99,631	224,788	258,724	438,332	9,903,032

Current fiscal year (From April 1, 2023 to March 31, 2024)

(Thousands of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	3,701,935	7,332,327	(1,889,953)	(163,122)	8,981,187
Changes during period					
Issuance of new shares - exercise of share acquisition rights	1,466	1,466			2,932
Loss attributable to owners of parent			(2,169,984)		(2,169,984)
Change in ownership interest of parent due to transactions with non-controlling interests		212,175			212,175
Net changes in items other than shareholders' equity					–
Total changes during period	1,466	213,642	(2,169,984)	–	(1,954,876)
Balance at end of period	3,703,401	7,545,969	(4,059,938)	(163,122)	7,026,310

	Accumulated other comprehensive income			Share acquisition rights	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Total accumulated other comprehensive income			
Balance at beginning of period	125,156	99,631	224,788	258,724	438,332	9,903,032
Changes during period						
Issuance of new shares - exercise of share acquisition rights						2,932
Loss attributable to owners of parent						(2,169,984)
Change in ownership interest of parent due to transactions with non-controlling interests						212,175
Net changes in items other than shareholders' equity	703,992	118,712	822,704	57,034	(438,332)	441,407
Total changes during period	703,992	118,712	822,704	57,034	(438,332)	(1,513,469)
Balance at end of period	829,149	218,343	1,047,492	315,759	–	8,389,563

iv) Consolidated statement of cash flows

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Cash flows from operating activities		
Loss before income taxes	(2,515,768)	(2,158,021)
Depreciation	444,125	406,588
Amortization of software	672,046	679,402
Amortization of goodwill	14,425	–
Share-based payment expenses	71,273	84,682
Amortization of trademark right	3,298	2,598
Increase (decrease) in provision for bonuses	(75,008)	11,488
Interest and dividend income	(7,192)	(6,180)
Interest expenses	52,515	70,189
Share of loss (profit) of entities accounted for using equity method	101,747	155,614
Share issuance costs	8,182	514
Loss (gain) on sale of investment securities	(20,094)	(54,703)
Gain on reversal of share acquisition rights	(8,293)	(26,786)
Loss (gain) on valuation of investment securities	6,348	–
Decrease (increase) in trade receivables	155,812	(697,429)
Decrease (increase) in inventories	997,420	896,863
Decrease (increase) in advance payments to suppliers	229,565	178,754
Increase (decrease) in trade payables	(177,009)	29,938
Increase (decrease) in accounts payable - other	44,674	(123,144)
Increase (decrease) in unearned revenue	49,557	89,745
Increase (decrease) in long-term unearned revenue	85,885	70,212
Increase/decrease in consumption taxes payable/consumption taxes refund receivable	270,495	(202,900)
Other, net	(205,485)	(91,191)
Subtotal	198,521	(683,766)
Interest and dividends received	7,182	3,876
Interest paid	(52,866)	(65,538)
Income taxes paid	(10,049)	(19,603)
Income taxes refund	28,155	–
Net cash provided by (used in) operating activities	170,943	(765,031)
Cash flows from investing activities		
Payments into time deposits	–	(217,555)
Proceeds from withdrawal of time deposits	–	73,535
Purchase of property, plant and equipment	(6,739)	(20,479)
Purchase of software	(1,073,983)	(1,562,465)
Purchase of investment securities	(37,500)	–
Proceeds from sale of investment securities	43,358	225,102
Payments from collection of lease and guarantee deposits	75,522	–
Net cash provided by (used in) investing activities	(999,341)	(1,501,862)
Cash flows from financing activities		
Net increase (decrease) in short-term borrowings	(1,000,000)	(775,000)
Proceeds from long-term borrowings	1,000,000	–
Repayments of long-term borrowings	(691,080)	(520,080)
Proceeds from issuance of shares resulting from exercise of share acquisition rights	8,887	2,071
Proceeds from share issuance to non-controlling shareholders	2,291,617	129,486
Dividends paid	(74)	(8)
Net cash provided by (used in) financing activities	1,609,350	(1,163,530)

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Effect of exchange rate change on cash and cash equivalents	252,527	76,488
Net increase (decrease) in cash and cash equivalents	1,033,480	(3,353,936)
Cash and cash equivalents at beginning of period	5,451,092	6,484,572
Cash and cash equivalents at end of period	* 6,484,572	* 3,130,636

Notes

Significant matters forming the basis of preparing the consolidated financial statements

1. Scope of consolidation

   (1) Number of consolidated subsidiaries: 4

   Names of consolidated subsidiaries: POCKETALK CORPORATION
   POCKETALK Inc.
   POCKETALK B.V.
   Rosetta Stone Japan, Inc.

   (2) Names of non-consolidated subsidiaries

   Not applicable.

2. Application of equity method

   Number of associates accounted for using the equity method: 2

   Names of associates: UMEOX Innovations Co., Ltd.
   PB Inc.

3. Fiscal years, etc. of consolidated subsidiaries

   The consolidated subsidiaries whose balance sheet dates are different from the consolidated balance sheet date are as follows:

Company name	Balance sheet date	
POCKETALK CORPORATION	December 31	*
POCKETALK Inc.	December 31	*
POCKETALK B.V.	December 31	*
Rosetta Stone Japan, Inc.	December 31	*

* The financial data is based on the financial statements that were prepared on the basis of a provisional closing of its accounts as of the consolidated balance sheet date pursuant to procedures for the fiscal year-end closing.

4. Accounting policies

   (1) Valuation bases and methods for significant assets

   i) Securities

   Available-for-sale securities

   Securities other than stocks without market prices

   Stated at fair value (unrealized gains and losses are included in a separate component of net assets, and cost of sales is determined based on the moving-average method).

   Stocks without market prices

   Stated at cost using the moving-average method.

   Investments in limited liability investment partnerships and other similar partnerships, which are deemed as securities under Article 2, paragraph 2 of the Financial Instruments and Exchange Act, are recorded at the amount equivalent to its equity in such partnerships based on the most recent financial statements available depending on the report date stipulated in the partnership agreement.

ii) Inventories

Merchandise and finished goods

Stated at cost using the gross average method (balance sheet amounts are determined based on the method of writing down book value in accordance with decreased profitability of assets).

Supplies

Stated at cost using the last purchase cost method (balance sheet amounts are determined based on the method of writing down book value in accordance with decreased profitability of assets).

(2) Depreciation and amortization methods for significant depreciable and amortizable assets

i) Property, plant and equipment

Depreciated using the straight-line method.

The estimated useful lives of major items are as follows:

Buildings	six years
Tools, furniture and fixtures	three to 15 years

ii) Intangible assets

Software for commercial sale

Amortized at either the amortization amount based on projected sales profit, or the equally allocated amount based on the residual estimated useful life (three years), whichever is larger.

Software for internal use

Amortized using the straight-line method over the estimated useful life as internally determined (three or five years).

Contract based intangible assets

Amortized using the straight-line method over the economic useful life.

Trademark right

Amortized mainly using the straight-line method over five years.

(3) Accounting policy for significant provisions

i) Allowance for doubtful accounts

To prepare for losses from bad debt, an estimated uncollectible amount is provided either by making an estimation using the historical rate of credit loss in the case of general receivables, or based on individual consideration of collectability in the case of specific receivables such as highly doubtful receivables.

ii) Provision for bonuses

To prepare for the payment of bonuses to employees, the amount based on the historical record and expected amount to be paid is provided.

(4) Accounting policy for significant revenue and expenses

The Group plans, develops, and sells software products, including security software and postcard creation software, and hardware products such as POCKETALK, as well as provides other services, and acquires customers primarily through sales channels such as consumer electronics retailers, online shops and corporate sales. The Group identifies performance obligation primarily as the delivery of products to customers and the provision of services over a certain period of time. The recognition criteria for significant revenues and expenses are as follows.

The consideration for the transaction is received generally within three months from the time when the performance obligation is satisfied and does not include a significant financial component.

1. Sale of finished goods

   For transactions in which finished goods are sold to customers, the Company has a performance obligation to deliver the finished goods based on a contract with the customer. For such transactions, revenue is recognized at the time when the finished goods are shipped, as the period from the time of shipment to the time when control of the products is transferred to the customer is a normal period of time.

2. Provision of services

   The Company provides communication services and extended warranty services for finished goods, and has performance obligations to provide services over a certain period of time based on contracts with its customers. For such transactions, the Company recognizes revenue in equal amounts over the period during which the services are provided, as the performance obligation is satisfied over a certain period of time.

   When finished goods and services are sold together to customers, each good and service is treated as a separate performance obligation, and the transaction price is allocated based on the stand-alone selling price.

3. Sale with a right of return

   The Company sells our finished goods with a right of return primarily in transactions with consumer electronics retailers. For transactions with a right of return, the Company does not recognize revenue for the portion expected to be refunded to the customer.

4. Rebates

   The Company occasionally pays rebates to consumer electronics retailers and corporate customers in corporate sales. Revenue is calculated as the consideration promised in the contract with the customer, less rebates.

5. Point card certificates

   The Company provides the SOURCENEXT ePoint service on its own e-commerce site. When points are granted to customers, the Company identifies the portion for such point as a separate performance obligation and allocates the transaction price based on the stand-alone selling price calculated by taking into account the expected future expiration and other factors.

6. Proxy transactions

   Some sales transactions of certain finished goods, such as security, involve transactions in which the Group’s role in providing goods or services to customers constitutes those of an agent. For transactions in which the Group acts as an agent, revenue is recognized at the amount of the gross consideration less amounts paid to third parties.

(5) Method and period for amortization of goodwill

The Company reasonably estimates the period for which the effects of goodwill are expected to emerge and amortizes the goodwill on a straight-line basis over the estimated period.

(6) Scope of cash and cash equivalents in consolidated statement of cash flows

The funds (cash and cash equivalents) consist of cash on hand, demand deposits, and short-term investments with a maturity of three months or less from the date of acquisition that are readily convertible to known amounts of cash and subject to insignificant risk of change in value.

Significant accounting estimates

1. Valuation of unlisted stocks, etc.

   (1) Amount recorded on the consolidated financial statements for the current fiscal year

(Thousands of yen)

	Previous fiscal year	Current fiscal year
Investment securities (unlisted stocks, etc.)	2,239,866	1,147,550

   (2) Information on the contents of significant accounting estimates related to identified items

The Company holds investment securities such as unlisted stocks without market prices.

We acquired unlisted stocks, etc., at a higher price, reflecting their earning power in excess of their net assets per share based on the financial statements of the invested companies. If the excess earning power of the investee company has decreased and the real value of the stock becomes less than 50% of the acquisition cost, we will consider recoverability and perform impairment treatment.

With regard to excess earning power, we determine whether it is lower than initial projection by grasping the status of the achievement of the business plan for about five years at the time of acquisition of the stocks.

Under the business plan formulated at the time of acquiring unlisted stocks, which we expected to have potential excess earning power, we made an important assumption on a certain growth to be achieved in their net sales. However, any change in the circumstances of each investment due to unpredictable changes in economic and business assumptions may affect the valuation and the consolidated financial statements for the next fiscal year and beyond.

2. Recoverability of deferred tax assets

   (1) Amount recorded on the consolidated financial statements for the current fiscal year

(Thousands of yen)

	Previous fiscal year	Current fiscal year
Deferred tax assets	506,055 [564,224]	2,251 [206,296]

Note: The amount in brackets indicates the amount prior to offsetting with deferred tax liabilities.

   (2) Information on the contents of significant accounting estimates related to identified items

In examining the recoverability of deferred tax assets at the end of the current fiscal year, we reasonably estimate taxable income before adjusting temporary differences based on business results, taxable income, and medium-term business plans for the past three years in addition to the current fiscal year, and we classify companies in accordance with "Revised Implementation Guidance on Recoverability of Deferred Tax Assets" (ASBJ Guidance No. 26).

After doing so, out of deductible temporary differences, we book deferred tax assets within the scope for which the future tax burden amount is allowed to be reduced by eliminating taxable temporary differences based on future profits from business activities and sales of investment securities.

These estimates may be affected by changing economic situations with uncertain prospects and the timing and amounts of sales of investment securities. In cases where there are differences between the actual results and the estimates, they may affect the amounts of deferred tax assets and income taxes - deferred that will be recognized in the consolidated financial statements for the following fiscal years.

3. Valuation of merchandise and finished goods

(1) Amount recorded on the consolidated financial statements for the current fiscal year

(Thousands of yen)

	Previous fiscal year	Current fiscal year
Merchandise and finished goods	3,345,704	2,494,996

(2) Information on the contents of significant accounting estimates related to identified items

Merchandise and finished goods are principally stated at cost according to the gross average method (balance sheet amounts are determined based on the method of writing down book value in accordance with decreased profitability of assets).

The book value of merchandise and finished goods whose profitability has decreased is written down to an appropriate amount based on past sales performance and future sales plans, and a valuation loss is recorded.

Such estimates may be affected by uncertain future changes in economic conditions and other factors. For example, the key assumption used in the valuation of our mainstay product, the AI-powered translation device POCKETALK, is sales volume. We expect sales volume to recover to pre-pandemic levels as the impact of COVID-19 subsides and inbound and outbound demand recovers. Significant deviations from these estimates could affect the consolidated financial statements in the following fiscal year or beyond.

New accounting standards to be applied

- "Accounting Standard for Current Income Taxes" (ASBJ Statement No. 27, issued by the Accounting Standards Board of Japan on October 28, 2022)
- "Accounting Standard for Presentation of Comprehensive Income" (ASBJ Statement No. 25, issued by the Accounting Standards Board of Japan on October 28, 2022)
- "Guidance on Accounting Standard for Tax Effect Accounting" (ASBJ Guidance No. 28, issued by the Accounting Standards Board of Japan on October 28, 2022)

(1) Overview

In February 2018, ASBJ issued ASBJ Statement No. 28, "Partial Amendments to Accounting Standard for Tax Effect Accounting," etc. ("ASBJ Statement No. 28, etc."), which completed the transfer of practical guidelines on tax effect accounting at the JICPA to the ASBJ. In the course of the deliberations, the following two issues, which were to be reconsidered after the release of ASBJ Statement No. 28, etc., were discussed and released.

- Classification of tax expense (taxation on other comprehensive income)
- Tax effect on the sale of shares of subsidiaries and other securities (shares of subsidiaries or associates) when group corporation taxation is applied

(2) Scheduled date of application

The above ASBJ standards and guidance will be applied at the start of the fiscal year ending March 31, 2025.

(3) Impacts of application of the accounting standards

The impact of the application of the Accounting Standard for Current Income Taxes, etc. on the consolidated financial statements is currently under evaluation.

Changes in presentation

Not applicable.

Consolidated balance sheet

* The item related to associates is as follows:

(Thousands of yen)

	Previous fiscal year (As of March 31, 2023)	Current fiscal year (As of March 31, 2024)
Investment securities (stocks)	997,409	1,036,813

Consolidated statement of income

*1. Revenue from contracts with customers

Net sales are not broken down into revenues arising from contracts with customers and other revenues. The amount of revenue arising from contracts with customers is presented in "Notes (Revenue recognition), 1. Information on revenue broken down from contracts with customers."

*2. The book value write-down, etc. of inventories held for ordinary sale due to their decreased profitability is as follows:

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Cost of sales	100,386	8,190

*3. Research and development expenses included in general and administrative expenses are as follows:

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Research and development expenses	28,234	29,785

Consolidated statement of comprehensive income

* Reclassification adjustments and tax effects relating to other comprehensive income

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Valuation difference on available-for-sale securities		
Amount arising during the year	112,231	1,051,920
Reclassification adjustments	(20,094)	(37,229)
Before tax effects adjustments	92,137	1,014,690
Tax effects	(28,212)	(310,698)
Valuation difference on available-for-sale securities	63,924	703,992
Foreign currency translation adjustment		
Amount arising during the year	35,476	114,032
Reclassification adjustments	–	–
Before tax effects adjustments	35,476	114,032
Tax effects	–	–
Foreign currency translation adjustment	35,476	114,032
Total other comprehensive income	99,401	818,025

Consolidated statement of changes in equity

Previous fiscal year (From April 1, 2022 to March 31, 2023)

1. Class and total number of issued shares and class and number of treasury shares

Class of shares	As of April 1, 2022	Increase	Decrease	As of March 31, 2023
Issued shares				
Common shares (Shares)	136,297,600	52,000	–	136,349,600
Total	136,297,600	52,000	–	136,349,600
Treasury shares				
Common shares (Shares)	800,024	–	–	800,024
Total	800,024	–	–	800,024

Note: The increase of 52,000 shares in the total number of common shares issued resulted from the exercise of share acquisition rights as stock options.

2. Share acquisition rights

Category	Breakdown	Class of shares to be issued	Number of shares to be issued (Shares)				Balance as of March 31, 2023 (Thousands of yen)
			As of April 1, 2022	Increase	Decrease	As of March 31, 2023	
Reporting company (Parent company)	4th series share acquisition rights as stock options	–	–	–	–	–	19,801
	5th series share acquisition rights as stock options	–	–	–	–	–	711
	6th series share acquisition rights as stock options	–	–	–	–	–	20,038
	7th series share acquisition rights as stock options	–	–	–	–	–	10,288
	8th series share acquisition rights as stock options	–	–	–	–	–	24,593
	11th series share acquisition rights as stock options	–	–	–	–	–	14,450
	12th series share acquisition rights as stock options	–	–	–	–	–	14,530
	13th series share acquisition rights as stock options	–	–	–	–	–	19,947
	1st series US-JP tax-qualified share acquisition rights as stock options	–	–	–	–	–	8,903
	14th series share acquisition rights as stock options	–	–	–	–	–	13,475
	2nd series US-JP tax-qualified share acquisition rights as stock options	–	–	–	–	–	6,105
	15th series share acquisition rights as stock options	–	–	–	–	–	45,785
	3rd series US-JP tax-qualified share acquisition rights as stock options	–	–	–	–	–	11,015
	16th series share acquisition rights as stock options	–	–	–	–	–	435
	1st series share-based-remuneration-type share acquisition rights as stock options	–	–	–	–	–	25,383
	17th series share acquisition rights as stock options	–	–	–	–	–	13,439
	2nd series share-based-remuneration-type share acquisition rights as stock options	–	–	–	–	–	9,818
Total			–	–	–	–	258,724

Note: The first day of the exercise period has not arrived for the 15th series share acquisition rights, the 3rd series US-JP tax-qualified share acquisition rights, the 16th series share acquisition rights, the 1st series share-based-remuneration-type, the 17th series share acquisition rights, and the 2nd series share-based-remuneration-type as stock options.

Current fiscal year (From April 1, 2023 to March 31, 2024)

1. Class and total number of issued shares and class and number of treasury shares

Class of shares	As of April 1, 2023	Increase	Decrease	As of March 31, 2024
Issued shares				
Common shares (Shares)	136,349,600	8,700	–	136,358,300
Total	136,349,600	8,700	–	136,358,300
Treasury shares				
Common shares (Shares)	800,024	–	–	800,024
Total	800,024	–	–	800,024

Note: The increase of 8,700 shares in the total number of common shares issued resulted from the exercise of share acquisition rights as stock options.

2. Share acquisition rights

Category	Breakdown	Class of shares to be issued	Number of shares to be issued (Shares)				Balance as of March 31, 2024 (Thousands of yen)
			As of April 1, 2023	Increase	Decrease	As of March 31, 2024	
Reporting company (Parent company)	5th series share acquisition rights as stock options	–	–	–	–	–	355
	6th series share acquisition rights as stock options	–	–	–	–	–	19,230
	7th series share acquisition rights as stock options	–	–	–	–	–	9,889
	8th series share acquisition rights as stock options	–	–	–	–	–	23,661
	11th series share acquisition rights as stock options	–	–	–	–	–	14,133
	12th series share acquisition rights as stock options	–	–	–	–	–	13,628
	13th series share acquisition rights as stock options	–	–	–	–	–	18,726
	1st series US-JP tax-qualified share acquisition rights as stock options	–	–	–	–	–	8,903
	14th series share acquisition rights as stock options	–	–	–	–	–	12,738
	2nd series US-JP tax-qualified share acquisition rights as stock options	–	–	–	–	–	6,105
	15th series share acquisition rights as stock options	–	–	–	–	–	48,483
	3rd series US-JP tax-qualified share acquisition rights as stock options	–	–	–	–	–	12,392
	16th series share acquisition rights as stock options	–	–	–	–	–	526
	1st series share-based-remuneration-type share acquisition rights as stock options	–	–	–	–	–	40,272
	17th series share acquisition rights as stock options	–	–	–	–	–	31,041
	2nd series share-based-remuneration-type share acquisition rights as stock options	–	–	–	–	–	23,856
	18th series share acquisition rights as stock options	–	–	–	–	–	19,961
	3rd series share-based-remuneration-type share acquisition rights as stock options	–	–	–	–	–	11,853
Total			–	–	–	–	315,759

Note: The first day of the exercise period has not arrived for the 1st series share-based-remuneration-type, the 17th series share acquisition rights, the 2nd series share-based-remuneration-type, the 18th series share acquisition rights, and the 3rd series share-based-remuneration-type as stock options.

Consolidated statement of cash flows

* Reconciliation of cash and cash equivalents at end of period and the amount recorded in the consolidated balance sheet

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Cash and deposits	6,484,572	3,282,046
Time deposits with maturity over 3 months	–	(151,410)
Cash and cash equivalents	6,484,572	3,130,636

Financial instruments

1. Status of financial instruments

(1) Policy for financial instruments

The Group limits the fund management method to short-term deposits, etc. The policy for financial instruments is to raise funds through bank loans.

(2) Content and risks of financial instruments and risk management system therefor

Accounts receivable - trade, which are operating receivables, are exposed to credit risks of customers. To control these risks, in accordance with the Company's credit management regulations, payment dates and balances are managed for each customer, and information on the credit status of major customers is obtained where appropriate.

Investment securities are mainly stocks and exposed to credit risks of the issuers and market price fluctuation risks, but information on financial conditions of the issuers and the fair values of those securities are obtained periodically.

Most of accounts payable - trade and accounts payable - other, which are operating debts, become due within one year. Most of income taxes payable become due within two months.

Borrowings are mainly for raising funds for acquisition of intellectual properties (IPs), capital investment, investment in development of products, and operating funds.

Operating debts, income taxes payable, and borrowings are exposed to liquidity risks, but the Company manages these liabilities by formulating a funding plan where appropriate and other methods.

(3) Supplementary remarks on fair values, etc. of financial instruments

Because the calculation of fair values of financial instruments incorporates variable factors, the values may vary in case where different assumptions, etc. are used.

2. Fair values, etc. of financial instruments

Carrying amounts, fair values and their differences are as follows.

Previous fiscal year (As of March 31, 2023)

(Thousands of yen)

	Carrying amount	Fair value	Difference
Investment securities (*3) (*4)	135,335	135,335	–
Total assets	135,335	135,335	–
Long-term borrowings (*5)	2,649,900	2,626,887	(23,012)
Total liabilities	2,649,900	2,626,887	(23,012)

(*1) "Cash and deposits," "Accounts receivable - trade," "Accounts payable - trade," "Short-term borrowings," "Accounts payable - other," and "Income taxes payable" are omitted given that they are cash, or their fair value approximates their book value, as they are settled in a short time.

(*3) Stocks without market prices are not included in the above table. The consolidated balance sheet amounts of such financial instruments are as follows.

Category	Previous fiscal year
Unlisted stocks, etc.	3,237,276

(*4) Investments in partnerships, etc., recorded at the net amount equivalent to the ownership percentage (175,013 thousand yen on the consolidated balance sheets) are not included in "Investment securities."

(*5) The amount includes current portion of long-term borrowings.

Current fiscal year (As of March 31, 2024)

(Thousands of yen)

	Carrying amount	Fair value	Difference
Investment securities (*3) (*4)	2,091,295	2,091,295	–
Total assets	2,091,295	2,091,295	–
Long-term borrowings (*5)	2,129,820	2,109,060	(20,759)
Total liabilities	2,129,820	2,109,060	(20,759)

(*2) "Cash and deposits," "Accounts receivable - trade," "Income taxes refund receivable," "Accounts payable - trade," "Short-term borrowings," "Accounts payable - other" and "Income taxes payable" are omitted given that they are cash, or their fair value approximates their book value, as they are settled in a short time.

(*3) Stocks without market prices are not included in the above table. The consolidated balance sheet amounts of such financial instruments are as follows.

Category	Current fiscal year
Unlisted stocks, etc.	2,184,363

(*4) Investments in partnerships, etc., recorded at the net amount equivalent to the ownership percentage (203,952 thousand yen on the consolidated balance sheets) are not included in "Investment securities."

(*5) The amount includes current portion of long-term borrowings.

Note: 1. Repayment schedule for long-term borrowings after the consolidated balance sheet date

Previous fiscal year (As of March 31, 2023)

(Thousands of yen)

	Within one year	Over one year within two years	Over two years within three years	Over three years within four years	Over four years within five years	Over five years
Long-term borrowings	520,080	551,010	519,312	238,892	474,232	346,374
Total	520,080	551,010	519,312	238,892	474,232	346,374

Current fiscal year (As of March 31, 2024)

(Thousands of yen)

	Within one year	Over one year within two years	Over two years within three years	Over three years within four years	Over four years within five years	Over five years
Long-term borrowings	520,080	550,242	238,892	474,232	74,232	272,142
Total	520,080	550,242	238,892	474,232	74,232	272,142

3. Matters regarding the breakdown of financial instruments by each fair value level

The fair values of financial instruments are categorized into the following three levels, in accordance with the observability and importance of the inputs used for the fair value measurement.

Level 1 fair value: Fair value measured based on the market price of assets or liabilities subject to the measurement of such fair values formed in the active market, among the inputs concerning the measurement of observable fair value.

Level 2 fair value: Fair value measured using inputs related to the measurement of fair values other than the Level 1 inputs, among the inputs concerning the measurement of observable fair value.

Level 3 fair value: Fair value measured using inputs related to the measurement of unobservable fair value.

In cases where multiple inputs which have a material effect on the measurement of the fair value are used, the fair value is categorized at the level with the lowest priority in the fair value measurement, among the levels to which the respective input belongs.

(1) Financial instruments with the carrying amount recorded using the fair value

Previous fiscal year (As of March 31, 2023)

(Thousands of yen)

Category	Fair value			
	Level 1	Level 2	Level 3	Total
Investment securities Available-for-sale securities Stocks	135,335	–	–	135,335
Total assets	135,335	–	–	135,335

Current fiscal year (As of March 31, 2024)

(Thousands of yen)

Category	Fair value			
	Level 1	Level 2	Level 3	Total
Investment securities Available-for-sale securities Stocks	2,091,295	–	–	2,091,295
Total assets	2,091,295	–	–	2,091,295

(2) Financial instruments other than those with the carrying amount recorded using the fair value

Previous fiscal year (As of March 31, 2023)

(Thousands of yen)

Category	Fair value			
	Level 1	Level 2	Level 3	Total
Long-term borrowings	–	2,626,887	–	2,626,887
Total liabilities	–	2,626,887	–	2,626,887

Current fiscal year (As of March 31, 2024)

(Thousands of yen)

Category	Fair value			
	Level 1	Level 2	Level 3	Total
Long-term borrowings	–	2,109,060	–	2,109,060
Total liabilities	–	2,109,060	–	2,109,060

Note: Explanation of the valuation methods and inputs used for the fair value measurement

Investment securities

Listed shares are measured using the market price. Because listed shares are traded on active markets, their fair value is categorized as a level 1 fair value.

Long-term borrowings

The fair value is measured using the discounted present value method, whereby the total amount of principal and interests is discounted by the assumed interest rate that would be applied if the same loan were to be obtained anew. Therefore, the fair value of long-term borrowings is classified as a level 2 fair value.

Securities

1. Available-for-sale securities

Previous fiscal year (As of March 31, 2023)

(Thousands of yen)

	Type	Carrying amount	Acquisition cost	Difference
Items whose carrying amount exceeds acquisition cost	(1) Stocks	135,335	86,429	48,905
	(2) Bonds	–	–	–
	(3) Other	–	–	–
	Subtotal	135,335	86,429	48,905
Items whose carrying amount does not exceed acquisition cost	(1) Stocks	–	–	–
	(2) Bonds	–	–	–
	(3) Other	–	–	–
	Subtotal	–	–	–
Total		135,335	86,429	48,905

Note: Unlisted stocks, etc. (carrying amount: 3,237,276 thousand yen) are not included in "Available-for-sale securities" in the above table because they have no market prices.

Current fiscal year (As of March 31, 2024)

(Thousands of yen)

	Type	Carrying amount	Acquisition cost	Difference
Items whose carrying amount exceeds acquisition cost	(1) Stocks	2,091,295	1,133,508	957,786
	(2) Bonds	–	–	–
	(3) Other	–	–	–
	Subtotal	2,091,295	1,133,508	957,786
Items whose carrying amount does not exceed acquisition cost	(1) Stocks	–	–	–
	(2) Bonds	–	–	–
	(3) Other	–	–	–
	Subtotal	–	–	–
Total		2,091,295	1,133,508	957,786

Note: Unlisted stocks, etc. (carrying amount: 2,184,363 thousand yen) are not included in "Available-for-sale securities" in the above table because they have no market prices.

2. Available-for-sale securities sold

Previous fiscal year (From April 1, 2022 to March 31, 2023)

(Thousands of yen)

Type	Amount sold	Total gain on sales	Total loss on sales
(1) Stocks	51,013	20,094	–
(2) Bonds	–	–	–
(3) Other	–	–	–
Total	51,013	20,094	–

Current fiscal year (From April 1, 2023 to March 31, 2024)

(Thousands of yen)

Type	Amount sold	Total gain on sales	Total loss on sales
(1) Stocks	232,079	54,703	–
(2) Bonds	–	–	–
(3) Other	–	–	–
Total	232,079	54,703	–

3. Securities for which impairment losses were recognized

In the previous fiscal year, impairment loss of 6,348 thousand yen was recognized for available-for-sale securities.

In the current fiscal year, there were no securities for which impairment losses were recognized.

For impairment treatment for stocks without market prices, if the excess earning power of the investee company has decreased and the real value of the stock becomes less than 50% of the acquisition cost, we will consider recoverability and perform impairment treatment.

Derivatives

Not applicable.

Retirement benefits

Not applicable.

Stock options, etc.

1. Account title and amount of stock options charged as expenses

(Thousands of yen)

	Previous fiscal year (As of March 31, 2023)	Current fiscal year (As of March 31, 2024)
Selling, general and administrative expenses (Other)	71,273	84,682

2. Amount recognized as profit due to forfeited unexercised rights

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Gain on reversal of share acquisition rights	8,293	26,786

3. Details, size and changes in the number of stock options

(1) Details of stock options

	4th series	5th series	6th series
Company name	Reporting company		
Category and number of people to whom stock options are granted	79 employees of the Company	6 employees of the Company	2 Directors and 90 employees of the Company
Number of stock options by class of shares (Note 1)	Common shares: 257,600 shares	Common shares: 15,200 shares	Common shares: 332,400 shares
Grant date	September 20, 2013	September 19, 2014	July 24, 2015
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	August 30, 2015 - August 29, 2023	August 29, 2016 - August 28, 2024	June 26, 2017 - June 25, 2025

	7th series	8th series	11th series
Company name	Reporting company		
Category and number of people to whom stock options are granted	2 Directors and 12 employees of the Company	2 Directors and 89 employees of the Company	3 Directors and 26 employees of the Company
Number of stock options by class of shares (Note 1)	Common shares: 153,200 shares	Common shares: 625,600 shares	Common shares: 72,800 shares
Grant date	July 27, 2016	September 27, 2017	July 24, 2018
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	June 28, 2018 - June 27, 2026	August 31, 2019 - August 30, 2027	June 27, 2020 - June 26, 2028

	12th series	13th series	1st series US-JP tax-qualified share acquisition rights
Company name	Reporting company		
Category and number of people to whom stock options are granted	3 Directors and 92 employees of the Company	3 Directors and 92 employees of the Company	6 employees of SOURCENEXT Inc. (currently POCKETALK Inc.)
Number of stock options by class of shares	Common shares: 109,400 shares	Common shares: 139,000 shares	Common shares: 68,400 shares
Grant date	July 24, 2019	August 27, 2019	August 27, 2019
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	June 27, 2021 - June 26, 2029	July 26, 2021 - July 25, 2029	July 26, 2021 - July 24, 2029

	14th series	2nd series US-JP tax-qualified share acquisition rights	15th series
Company name	Reporting company		
Category and number of people to whom stock options are granted	3 Directors and 36 employees of the Company	3 employees of SOURCENEXT Inc. (currently POCKETALK Inc.)	3 Directors and 107 employees of the Company
Number of stock options by class of shares	Common shares: 146,800 shares	Common shares: 55,500 shares	Common shares: 446,400 shares
Grant date	July 17, 2020	July 17, 2020	July 16, 2021
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	June 19, 2022 - June 18, 2030	June 19, 2022 - June 18, 2030	June 18, 2023 - June 17, 2031

	3rd series US-JP tax-qualified share acquisition rights	16th series	1st series share-based remuneration type
Company name	Reporting company		
Category and number of people to whom stock options are granted	2 Directors of SOURCENEXT Inc. (currently POCKETALK Inc.) 5 employees of SOURCENEXT Inc. (currently POCKETALK Inc.)	3 employees of the Company	4 Directors of the Company
Number of stock options by class of shares	Common shares: 98,500 shares	Common shares: 15,200 shares	Common shares: 140,600 shares
Grant date	July 16, 2021	August 27, 2021	July 16, 2021
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	June 18, 2023 - June 17, 2031	July 31, 2023 - July 30, 2031	June 18, 2024 - June 17, 2031

	17th series	2nd series share-based remuneration type	18th series
Company name	Reporting company		
Category and number of people to whom stock options are granted	3 Directors and 48 employees of the Company	4 Directors of the Company	3 Directors and 88 employees of the Company
Number of stock options by class of shares	Common shares: 378,800 shares	Common shares: 178,100 shares	Common shares: 679,500 shares
Grant date	July 19, 2022	July 19, 2022	June 18, 2023
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	June 21, 2024 - June 20, 2032	June 21, 2025 - June 20, 2032	June 20, 2025 - June 19, 2033

	3rd series share-based remuneration type	1st series	1st series US-JP tax-qualified share acquisition rights
Company name	Reporting company	Consolidated subsidiary (POCKETALK CORPORATION)	
Category and number of people to whom stock options are granted	4 Directors of the Company	2 Directors of POCKETALK CORPORATION 5 employees of POCKETALK CORPORATION	2 Directors of POCKETALK CORPORATION 6 employees of POCKETALK CORPORATION
Number of stock options by class of shares	Common shares: 261,000 shares	Common shares: 313 shares	Common shares: 342 shares
Grant date	July 18, 2023	June 13, 2022	June 13, 2022
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	June 20, 2026 - June 19, 2033	June 14, 2024 - June 10, 2032	June 11, 2024 - June 10, 2032

	2nd series	3rd series	2nd series US-JP tax-qualified share acquisition rights
Company name	Consolidated subsidiary (POCKETALK CORPORATION)		
Category and number of people to whom stock options are granted	8 employees of POCKETALK CORPORATION	3 Directors of POCKETALK CORPORATION 21 employees of POCKETALK CORPORATION	2 Directors of POCKETALK CORPORATION 10 employees of POCKETALK CORPORATION
Number of stock options by class of shares	Common shares: 124 shares	Common shares: 598 shares	Common shares: 487 shares
Grant date	December 31, 2022	October 31, 2023	October 31, 2023
Vesting conditions	(Note 2)		
Vesting period	Not specified.		
Exercise period	December 23, 2024 - December 22, 2032	October 27, 2025 - October 26, 2038	October 27, 2025 - October 26, 2033

Notes:
1. The number of stock options is translated into the number of shares. The number of shares presented here assumes the share splits that were implemented on February 1, 2018 and December 1, 2018 (both at a ratio of two shares for every one share of common shares) have taken place.
2. Holders of the share acquisition rights are required to have a position in the Company or a subsidiary and associate of the Company as director, auditor or employee at the time of exercising such rights. Notwithstanding, this shall not apply when the Board of Directors deems there to be just cause. Other terms and conditions shall be as per specifications in the “Share Acquisition Rights Allotment Agreement” entered into between the Company and the person who has been granted share acquisition rights.

(2) Size and changes in the number of stock options

The following describes the number of stock options that existed during the current fiscal year (fiscal year ended March 31, 2024). The number of stock options is translated into the number of shares.

i) Number of stock options

	4th series	5th series	6th series	7th series	8th series	11th series
Company name	Reporting company					
Before vested (Shares)						
As of March 31, 2023	–	–	–	–	–	–
Granted	–	–	–	–	–	–
Forfeited	–	–	–	–	–	–
Vested	–	–	–	–	–	–
Unvested	–	–	–	–	–	–
After vested (Shares)						
As of March 31, 2023	139,200	4,800	218,400	144,400	411,600	63,800
Vested	–	–	–	–	–	–
Exercised	–	–	2,000	–	3,600	–
Forfeited	139,200	2,400	6,800	5,600	12,000	1,400
Exercisable	–	2,400	209,600	138,800	396,000	62,400

Note: The number of shares presented here assumes the share splits that were implemented on February 1, 2018 and December 1, 2018 (both at a ratio of two shares for every one share of common shares) have taken place.

	12th series	13th series	1st series US-JP tax-qualified share acquisition rights	14th series	2nd series US-JP tax-qualified share acquisition rights	15th series
Company name	Reporting company					
Before vested (Shares)						
As of March 31, 2023	–	–	–	–	–	393,200
Granted	–	–	–	–	–	–
Forfeited	–	–	–	–	–	6,500
Vested	–	–	–	–	–	386,700
Unvested	–	–	–	–	–	–
After vested (Shares)						
As of March 31, 2023	88,600	112,700	50,300	122,500	55,500	–
Vested	–	–	–	–	–	386,700
Exercised	600	800	–	–	–	1,700
Forfeited	4,900	6,100	–	6,700	–	14,900
Exercisable	83,100	105,800	50,300	115,800	55,500	370,100

	3rd series US-JP tax-qualified share acquisition rights	16th series	1st series share-based remuneration type	17th series	2nd series share-based remuneration type	18th series
Company name	Reporting company					
Before vested (Shares)						
As of March 31, 2023	94,600	6,500	140,600	376,600	178,100	–
Granted	–	–	–	–	–	679,500
Forfeited	–	–	–	18,600	–	16,200
Vested	94,600	6,500	–	–	–	–
Unvested	–	–	140,600	358,000	178,100	663,300
After vested (Shares)						
As of March 31, 2023	–	–	–	–	–	–
Vested	94,600	6,500	–	–	–	–
Exercised	–	–	–	–	–	–
Forfeited	–	–	–	–	–	–
Exercisable	94,600	6,500	–	–	–	–

	3rd series share-based remuneration type	1st series	1st series US-JP tax-qualified share acquisition rights	2nd series	3rd series	2nd series US-JP tax-qualified share acquisition rights
Company name	Reporting company	Consolidated subsidiary (POCKETALK CORPORATION)				
Before vested (Shares)						
As of March 31, 2023	–	303	342	124	–	–
Granted	261,000	–	–	–	598	487
Forfeited	–	13	–	–	8	–
Vested	–	–	–	–	–	–
Unvested	261,000	290	342	124	590	487
After vested (Shares)						
As of March 31, 2023	–	–	–	–	–	–
Vested	–	–	–	–	–	–
Exercised	–	–	–	–	–	–
Forfeited	–	–	–	–	–	–
Exercisable	–	–	–	–	–	–

ii) Per share price

(Yen)

	4th series	5th series	6th series	7th series	8th series	11th series
Company name	Reporting company					
Exercise price	225	239	197	147	139	445
Average price per share upon exercise	–	–	189	–	189	–
Fair value per share at grant date	142.25	148.25	91.75	71.25	59.75	226.50

Note: The price presented here assumes the share splits that were implemented on February 1, 2018 and December 1, 2018 (both at a ratio of two shares for every one share of common shares) have taken place.

(Yen)

	12th series	13th series	1st series US-JP tax-qualified share acquisition rights	14th series	2nd series US-JP tax-qualified share acquisition rights	15th series
Company name	Reporting company					
Exercise price	437	436	436	317	317	333
Average price per share upon exercise	189	189	–	–	–	189
Fair value per share at grant date	164.00	177.00	177.00	110.00	110.00	131.00

(Yen)

	3rd series US-JP tax-qualified share acquisition rights	16th series	1st series share-based remuneration type	17th series	2nd series share-based remuneration type	18th series
Company name	Reporting company					
Exercise price	333	324	1	259	1	213
Average price per share upon exercise	–	–	–	–	–	–
Fair value per share at grant date	131.00	81.00	309.00	98.00	230.00	82.00

(Yen)

	3rd series share-based remuneration type	1st series	1st series US-JP tax-qualified share acquisition rights	2nd series	3rd series	2nd series US-JP tax-qualified share acquisition rights
Company name	Reporting company	Consolidated subsidiary (POCKETALK CORPORATION)				
Exercise price	1	200,000	200,000	200,000	200,000	200,000
Average price per share upon exercise	–	–	–	–	–	–
Fair value per share at grant date	188.00	–	–	–	–	–

4. Method for estimating the fair value per share of stock options granted during the fiscal year ended March 31, 2024

Reporting company

(1) Valuation method: Black-Scholes Model

(2) Main basic numerical values and estimation method

	18th series	3rd series share-based remuneration type
Volatility of share price (Note 1)	50.54%	44.26%
Estimated exercisable period (Note 2)	5.93 years	2.93 years
Estimated dividend (Note 3)	0 yen per share	0 yen per share
Risk-free interest rate (Note 4)	0.205%	(0.029)%

Notes: 1. Calculated based on the stock market performance in the period from August 14, 2017 to July 18, 2023 for the 18th series stock options, and the stock market performance in the period from August 14, 2020 to July 18, 2023 for the 3rd series share-based-remuneration-type stock options.

2. With a difficulty in reasonably estimating the exercisable period due to insufficient data, the exercisable period is estimated based on the assumption that stock options would be exercised at a midpoint of exercise period.

3. Dividend was estimated to be 0 yen based on the actual dividends paid for the fiscal year ended March 31, 2023.

4. The risk-free interest rate for the 18th series stock options is the yield of Japanese Government bonds with a redemption date of June 20, 2029, on the measurement record date; and that for the 3rd series share-based-remuneration-type stock options is the yield of Japanese Government bonds with a redemption date of June 20, 2026, on the measurement record date.

Consolidated subsidiary (POCKETALK CORPORATION)

Because such consolidated subsidiary was a private company upon the stock option grant date, the intrinsic value of the fair value per share of stock options is used for the value per share of stock options. Additionally, the discounted cash flow (DCF) method has been adopted as the valuation method for the shares of such company, which form the basis of calculating intrinsic value per share.

5. Method for estimating the number of stock options vested

As it is difficult, in principle, to reasonably estimate the number of stock options that will be forfeited in the future, the number here reflects only stock options that have actually been forfeited.

Tax effect accounting

1. Breakdown of deferred tax assets and deferred tax liabilities by major cause

(Thousands of yen)

	Previous fiscal year (As of March 31, 2023)	Current fiscal year (As of March 31, 2024)
Deferred tax assets		
Valuation loss on finished goods	118,053	81,429
Enterprise tax payable	10,001	12,953
Depreciation	58,209	44,438
Amortization of software	28,435	18,661
Amortization of trademark right	10,895	7,351
Sales recognized for tax purposes	211,957	120,001
Tax loss carried forward (Note 2)	1,797,911	2,394,283
Loss on valuation of investment securities	370,567	370,567
Other	90,117	45,809
Subtotal deferred tax assets	2,696,150	3,095,496
Valuation allowance for tax loss carried forward (Note 2)	(1,586,525)	(2,390,087)
Valuation allowance for total of deductible temporary differences and others	(545,400)	(499,112)
Subtotal valuation allowance (Note 1)	(2,131,925)	(2,889,199)
Total deferred tax assets	564,224	206,296
Deferred tax liabilities		
Valuation difference on available-for-sale securities	(55,236)	(365,934)
Other	(2,932)	(2,225)
Total deferred tax liabilities	(58,169)	(368,160)
Net deferred tax assets (liabilities)	506,055	(161,863)

Note: 1. The amount deducted from deferred tax assets (i.e. valuation allowance) has changed materially, mainly due to an increase in tax loss carried forward.

Note: 2. The amounts of tax loss carried forward and corresponding deferred tax assets by year of expiration

Previous fiscal year (As of March 31, 2023)

(Thousands of yen)

	Within one year	Over one year within two years	Over two years within three years	Over three years within four years	Over four years within five years	Over five years	Total
Tax loss carried forward (*)	184,437	17,895	36,617	–	–	1,558,960	1,797,911
Valuation allowance	(184,325)	(17,251)	(35,974)	–	–	(1,348,973)	(1,586,525)
Deferred tax assets	112	643	643	–	–	209,986	211,385

Current fiscal year (As of March 31, 2024)

(Thousands of yen)

	Within one year	Over one year within two years	Over two years within three years	Over three years within four years	Over four years within five years	Over five years	Total
Tax loss carried forward (*)	17,895	36,617	–	–	–	2,339,770	2,394,283
Valuation allowance	(17,032)	(35,492)	–	–	–	(2,337,562)	(2,390,087)
Deferred tax assets	862	1,125	–	–	–	2,207	4,195

(*) Tax loss carried forward represents the amounts multiplied by the effective statutory tax rate.

2. Breakdown of the main items that caused differences between the effective statutory tax rate and the actual effective tax rate after tax effect accounting

Information is omitted because the Company posted a loss before income taxes for the period.

Business combination, etc.

Not applicable.

Asset retirement obligations

The Company recognized obligations to restore the property to its original condition at the time of leaving it as asset retirement obligations under the real estate leasing agreement for the head office.

For the asset retirement obligations, the Company used the method where the amount of leasehold deposits under the real estate leasing agreement that are eventually unlikely to be collected is reasonably estimated and the portion of this estimated amount that is borne in the current fiscal year is recorded as expenses, instead of recording such obligations as liabilities.

Revenue recognition

1. Information on revenue broken down from contracts with customers

The business of the Group consists of a single segment of planning, development and sales of IoT products and software as well as other services. Information on revenue broken down from contracts with customers is provided below.

(1) By product category

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
POCKETALK	2,462,605	3,613,750
Postcards	1,399,549	1,363,027
Security	806,153	768,024
Other software	3,886,368	3,956,368
Other hardware	1,793,003	1,633,195
Total	10,347,679	11,334,366

(2) By sales channel

(Thousands of yen)

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Online shops	5,254,489	5,008,726
Corporate sales	2,431,337	2,976,059
Consumer electronics retailers	1,637,282	1,865,588
Other	1,024,570	1,483,992
Total	10,347,679	11,334,366

2. Information that provides a basis for understanding revenue from contracts with customers

The same as stated in the “Significant matters forming the basis of preparing the consolidated financial statements, 4. Accounting policies, (4) Accounting policy for significant revenue and expenses.”

3. Relation between the fulfillment of performance obligations based on contracts with customers and cash flows arising from such contracts, as well as information on the amount and timing of revenue expected to

be recognized in the following fiscal year and onwards based on contracts with customers existing as of the end of the current fiscal year

(1) Contract assets and contract liabilities

(Thousands of yen)

	Previous fiscal year	Current fiscal year
Contract liabilities (balance at beginning of period)	527,265	666,732
Contract liabilities (balance at end of period)	666,732	805,525

Contract liabilities consist primarily of unearned revenues from customers for telecommunication services. Contract liabilities are reversed when revenue is recognized. Contract assets have been omitted because the balance amount is immaterial and no significant changes have occurred.

(2) Transaction price allocated to remaining performance obligations

There are no material contracts with an initial expected contract term of more than one year. Therefore, a practical expedient method has been applied to omit information. In addition, consideration arising from contracts with customers does not include material amounts excluded from the transaction price.

Segment information, etc.

Segment information

Previous fiscal year (From April 1, 2022 to March 31, 2023)

The information has been omitted since the Group operates a single segment of the planning, development and sales of IoT products, software and other services.

Current fiscal year (From April 1, 2023 to March 31, 2024)

The information has been omitted since the Group operates a single segment of the planning, development and sales of IoT products, software and other services.

Information associated with reportable segments

Previous fiscal year (From April 1, 2022 to March 31, 2023)

1. Information by product and service

   This information has been omitted as net sales to external customers in a single product and service category account for more than 90% of net sales recorded on the consolidated statement of income.

2. Geographical information

   (1) Net sales

   This information has been omitted as net sales to external customers in Japan account for more than 90% of net sales recorded on the consolidated statement of income.

   (2) Property, plant and equipment

(Thousands of yen)

Japan	United States	Other	Total
76,351	875	226	77,453

3. Information by major customer

   Not applicable.

Current fiscal year (From April 1, 2023 to March 31, 2024)

1. Information by product and service

   This information has been omitted as net sales to external customers in a single product and service category account for more than 90% of net sales recorded on the consolidated statement of income.

2. Geographical information

   (1) Net sales

(Thousands of yen)

Japan	United States	Other	Total
9,906,838	1,323,769	103,758	11,334,366

   (2) Property, plant and equipment

(Thousands of yen)

Japan	United States	Other	Total
74,440	65,620	365	140,426

3. Information by major customer

   Not applicable.

Information on impairment loss on non-current assets by reportable segment

Not applicable.

Information on amortization and unamortized balance of goodwill by reportable segment

Previous fiscal year (From April 1, 2022 to March 31, 2023)

The information has been omitted since the Group operates a single segment of the planning, development and sales of IoT products, software and other services.

Current fiscal year (From April 1, 2023 to March 31, 2024)

The information has been omitted since the Group operates a single segment of the planning, development and sales of IoT products, software and other services.

Information on gain on bargain purchase by reportable segment

Not applicable.

Related parties

1. Transactions with related parties

   (1) Transactions between the company submitting consolidated financial statements and related parties

      i) Parent company and major shareholders (limited to companies, etc.) of the company submitting consolidated financial statements

         Previous fiscal year (From April 1, 2022 to March 31, 2023)

         Not applicable.

         Current fiscal year (From April 1, 2023 to March 31, 2024)

         Not applicable.

ii) Directors and Auditors, and major shareholders (limited to individuals) of the company submitting consolidated financial statements

Previous fiscal year (From April 1, 2022 to March 31, 2023)

Type	Name	Location	Capital stock or investments in capital (Thousands of yen)	Nature of business or occupation	Voting rights holding (held) (%)	Relationship	Transaction details	Transaction amount (Thousands of yen)	Account title	Balance as of March 31, 2023 (Thousands of yen)
Company, etc. of which the majority of voting rights are held by a Director, Auditor, and his or her close family member (including a subsidiary of the company, etc.)	HIBIYA PARK LAW OFFICES	Chiyoda-ku, Tokyo	–	Law office	–	–	Attorney's fee (Note)	16,000	–	–

Current fiscal year (From April 1, 2023 to March 31, 2024)

Type	Name	Location	Capital stock or investments in capital (Thousands of yen)	Nature of business or occupation	Voting rights holding (held) (%)	Relationship	Transaction details	Transaction amount (Thousands of yen)	Account title	Balance as of March 31, 2024 (Thousands of yen)
Company, etc. of which the majority of voting rights are held by a Director, Auditor, and his or her close family member (including a subsidiary of the company, etc.)	HIBIYA PARK LAW OFFICES	Chiyoda-ku, Tokyo	–	Law office	–	–	Attorney's fee (Note)	16,000	–	–

Note: Attorney's fees are determined under the same conditions as fees for other attorneys by reference to the previous compensation standards regulations established by the Japan Federation of Bar Associations.

(2) Transactions between consolidated subsidiaries of the company submitting consolidated financial statements and related parties

Not applicable.

2. Notes on the parent company and significant associates

   Not applicable.

Special purpose entities subject to disclosure

Not applicable.

Per share information

(Yen)	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Net assets per share	67.92	59.56.
Earnings (loss) per share	(17.00)	(16.01)
Diluted earnings per share	–	–

Notes: 1. Even though the Company has dilutive shares, diluted earnings per share are not presented because a net loss per share was recorded for the term.

2. The basis for calculation of loss per share is as follows:

	Previous fiscal year (From April 1, 2022 to March 31, 2023)	Current fiscal year (From April 1, 2023 to March 31, 2024)
Earnings (loss) per share		
(Loss) attributable to owners of parent (Thousands of yen)	(2,303,834)	(2,169,984)
Amounts not attributable to common shareholders (Thousands of yen)	–	–
(Loss) attributable to owners of parent related to common shares (Thousands of yen)	(2,303,834)	(2,169,984)
Average number of common shares outstanding during the period (Shares)	135,521,041	135,553,950

Significant events after reporting period

Capital and business alliance of subsidiary

On Wednesday, March 27, POCKETALK CORPORATION (Head office: Minato-ku, Tokyo; President & CEO: Noriyuki Matsuda), which is a consolidated subsidiary of the Company, entered into a capital and business alliance agreement with FUJI SOFT INCORPORATED (Head office: Yokohama-shi, Kanagawa; President: Satoyasu Sakashita) in order to establish a medium- and long-term partnership in the development of software and the expansion of device and software sales.

1. Reason for business alliance

   With “breaking down language barriers” as its adopted mission, POCKETALK CORPORATION has distributed “POCKETALK,” an AI-powered translation device, and “POCKETALK for BUSINESS Simultaneous Interpretation (current name: POCKETALK Live Interpretation),” a software product that enables real-time interpretation using voice and text.

   By executing a capital and business alliance agreement pertaining to software development and the expansion of device and software sales with FUJI SOFT INCORPORATED (“FUJI SOFT”), which possesses considerable technological prowess in the area of software development and broad sales networks, POCKETALK CORPORATION will accelerate the improvement of its existing products and development of new ones as well as push forward with the cultivation of new markets and customers and aim to capture demand for multilingual support, which is growing rapidly domestically and overseas.

2. Description, etc. of capital and business alliance

(1) Description of capital alliance

(i) Number of shares prior to capital increase	119,199 shares
(ii) Number of shares issued	5,000 shares
(iii) Paid-in amount (Price of issue)	200,000 yen per share
(iv) Total paid-in amount	1.0 billion yen
(v) Method of allocation	Capital increase through third-party allotment
(vi) Allotment destination	FUJI SOFT INCORPORATED
(vii) Holding ratio of the Company following issuance	80.5%
(viii) Due date of payment	April 12, 2024

(2) Description of business alliance

(i) Product and service innovation through technological cooperation

Combining FUJI SOFT's software development technology with POCKETALK CORPORATION's voice interpretation technology will improve the quality and functionality of the products and services provided by both companies. In addition, by leveraging FUJI SOFT's abundance of knowledge regarding sales to corporate customers, POCKETALK CORPORATION will engage in cooperative endeavors to develop a business foundation for enterprises that pertains to its software that is dedicated to large corporations with considerable business demand.

(ii) Expansion of market

Leveraging the scalability of global business through FUJI SOFT's broad sales network and POCKETALK CORPORATION's AI voice interpretation technology will cultivate new markets and customers both within and outside Japan.

(iii) Joint development and sale of original devices dedicated to the educational market

Introducing POCKETALK CORPORATION's AI voice interpretation technology into FUJI SOFT products, along with developing and selling original devices specifically aimed at educational facilities, will capture interpretation demand in the educational market.

(iv) Reduction of development costs and enhancement of sales activity efficiency

Jointly carrying out research, development, and sales activities will reduce development costs and enhance the efficiency of sales activities.

3. Use of procured funds

Plans call for the procured funds to be allocated to development expenses for new "POCKETALK" brand products and services, promotion expenses for expanding sales channels as well as advertising expenses for boosting recognition on a global basis, and personnel acquisitions, personnel expenses, etc. for promoting businesses.

4. Summary of accounting procedures

In accordance with the "Accounting Standard for Business Combinations" and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures," this matter will be treated as a transaction with non-controlling interests in transactions under common control, etc.

v) Annexed consolidated detailed schedules

Annexed consolidated detailed schedule of corporate bonds

Not applicable.

Annexed consolidated detailed schedule of borrowings

Category	Balance as of April 1, 2023 (Thousands of yen)	Balance as of March 31, 2024 (Thousands of yen)	Average interest rate (%)	Repayment date
Short-term borrowings	4,600,000	3,825,000	1.48	–
Current portion of long-term borrowings	520,080	520,080	0.46	–
Long-term borrowings (excluding current portion)	2,129,820	1,609,740	1.08	2032
Total	7,249,900	5,954,820	–	–

Notes: 1. The average interest rates show weighted average interest rates with respect to loan closing balances.

2. Repayment schedule for long-term borrowings (excluding current portion) during the five years after the consolidated balance sheet date is as follows.

(Thousands of yen)

	Over one year within two years	Over two years within three years	Over three years within four years	Over four years within five years
Long-term borrowings	550,242	238,892	474,232	74,232

Annexed consolidated detailed schedule of asset retirement obligations

For the asset retirement obligations, the Company used the method where the amount of leasehold deposits under the real estate leasing agreement that are eventually unlikely to be collected is reasonably estimated and the portion of this estimated amount that is borne in the current fiscal year is recorded as expenses, instead of recording such obligations as liabilities. Thus, there is nothing to be reported in this section.

(2) Other information

Quarterly information for the fiscal year ended March 31, 2024

(Cumulative period)	First three months	First six months	First nine months	Current fiscal year
Net sales (Thousands of yen)	2,277,444	5,226,709	8,208,685	11,334,366
Profit (loss) before income taxes (Thousands of yen)	(850,104)	(1,275,000)	(1,900,261)	(2,158,021)
Profit (loss) attributable to owners of parent (Thousands of yen)	(770,682)	(1,150,188)	(1,660,134)	(2,169,984)
Earnings (loss) per share (Yen)	(5.69)	(8.49)	(12.25)	(16.01)

(Accounting period)	First quarter	Second quarter	Third quarter	Fourth quarter
Earnings (loss) per share (Yen)	(5.69)	(2.80)	(3.76)	(3.76)

VI. Overview of operational procedures for shares

Fiscal year	From April 1 to March 31
Annual Shareholders Meeting	Within three months after the closing of the fiscal year
Record date	March 31
Record dates for dividends of surplus	September 30 March 31
Number of shares per share unit	100 shares
Purchase of fractional shares	
Office for handling business	(Special account) Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited 1-4-1 Marunouchi, Chiyoda-ku, Tokyo
Shareholder register administrator	(Special account) Sumitomo Mitsui Trust Bank, Limited 1-4-1 Marunouchi, Chiyoda-ku, Tokyo
Forwarding office	–
Handling charge for purchase	No charge
Method of public notice	The public notices of the Company shall be given by electronic means. Provided, however, in case of unavoidable circumstances such as an accident which prevent the use of the public notice by electronic means, they shall be placed in the Nihon Keizai (Nikkei) Shimbun. The electronic public notices are presented at the following website: http://www.sourcenext.com.
Special benefits for shareholders	Not applicable.

Note: According to the Company's Articles of Incorporation, the holders of fractional shares shall not be entitled to exercise the rights of shareholders in connection with such fractional shares other than those rights listed below:

- Right set forth in items of Article 189, paragraph 2 of the Companies Act
- Right to make requests pursuant to the provisions of Article 166, paragraph 1 of the Companies Act
- Right to receive an allotment of shares for subscription or an allotment of share acquisition rights for subscription in accordance with the number of shares held by the shareholder

VII. Reference information of reporting company

1. Information about parent company, etc. of reporting company

   The Company does not have a parent company, etc. as prescribed in Article 24-7, paragraph 1 of the Financial Instruments and Exchange Act.

2. Other reference information

   From the beginning of this fiscal year until the filing date of this Annual Securities Report, the Company has filed the following documents.

   (1) Annual Securities Report and Appendices, and Written Confirmation

   27th term (From April 1, 2022 to March 31, 2023) Filed to Director-General of Kanto Local Finance Bureau on June 20, 2023.

   (2) Internal Control Report and Appendices

   Filed to Director-General of Kanto Local Finance Bureau on June 20, 2023.

   (3) Quarterly Securities Reports and Written Confirmations

   1st quarter of the 28th term (from April 1, 2023 to June 30, 2023)
   Filed to Director-General of Kanto Local Finance Bureau on August 10, 2023.

   2nd quarter of the 28th term (from July 1, 2023 to September 30, 2023)
   Filed to Director-General of Kanto Local Finance Bureau on November 14, 2023.

   3rd quarter of the 28th term (from October 1, 2023 to December 31, 2023)
   Filed to Director-General of Kanto Local Finance Bureau on February 14, 2024.

   (4) Extraordinary Securities Reports

   Filed to Director-General of Kanto Local Finance Bureau on June 19, 2023.

   Extraordinary Securities Report based on Article 19, paragraph 2, item 2-2 (issuance of new share subscription rights as stock options) of the Cabinet Office Order on Disclosure of Corporate Affairs.

   Filed to Director-General of Kanto Local Finance Bureau on June 20, 2023.

   Extraordinary Securities Report based on Article 19, paragraph 2, item 9-2 (results of exercise of voting rights at the shareholders meeting) of the Cabinet Office Order on Disclosure of Corporate Affairs.

   Filed to Director-General of Kanto Local Finance Bureau on December 1, 2023.

   Extraordinary Securities Report based on Article 19, paragraph 2, item 9-4 (change of certified public accountants, etc.) of the Cabinet Office Order on Disclosure of Corporate Affairs.

   (5) Amendment report of Extraordinary Securities Reports

   Filed to Director-General of Kanto Local Finance Bureau on July 19, 2023.

   Extraordinary Securities Report based on Article 19, paragraph 2, item 2-2 (issuance of new share subscription rights as stock options) of the Cabinet Office Order on Disclosure of Corporate Affairs.

B. Information about company which provides guarantee to reporting company

Not applicable.

Independent Auditor's Audit Report and Internal Control Audit Report

June 19, 2024

SOURCENEXT Corporation
The Board of Directors

PricewaterhouseCoopers Japan LLC
Tokyo Office

Toshimitsu Wakayama
Certified Public Accountant
Designated Limited Liability Partner
Engagement Partner

Tetsuro Iwase
Certified Public Accountant
Designated Limited Liability Partner
Engagement Partner

<Audit of Consolidated Financial Statements>

Opinion

Pursuant to Article 193-2, paragraph 1 of the Financial Instruments and Exchange Act, we have audited the consolidated financial statements presented in "Financial information," which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows, the significant matters forming the basis of preparing the consolidated financial statements, other notes and the annexed consolidated detailed schedules of SOURCENEXT Corporation applicable to the fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of SOURCENEXT Corporation and its consolidated subsidiaries as of March 31, 2024, and their financial performance and cash flows for the fiscal year then ended in conformity with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling 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.

Key Audit Matters

Key audit matters are those matters that, in auditors' professional judgment, were of most significance in the audit of the consolidated financial statements for the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<table>
<tr><td colspan="2">Assessment of the recoverability of deferred tax assets
Notes (Significant accounting estimates)</td></tr>
<tr><td>Content of key audit matters and grounds for decision</td><td>How these matters were addressed in the audit</td></tr>
<tr><td>206,296 thousand yen (before offset against deferred tax liabilities) is recorded under deferred tax assets on the consolidated balance sheet for the current fiscal year. The Company recorded 204,045 thousand yen of this amount as its deferred tax assets (before offset against deferred tax liabilities).

Concerning the future deductible temporary difference and the tax loss carried forward, the Company recorded the amount expected to reduce the future tax burden in deferred tax assets by taking into consideration the schedule for reversal of future taxable temporary difference and the estimated taxable income before adjusting temporary differences given future profitability and tax planning, and determining the classification of companies in accordance with “Revised Implementation Guidance on Recoverability of Deferred Tax Assets” (ASBJ Guidance No. 26.)

In assessing the recoverability of the deferred tax assets, the timing of reversal of future taxable temporary difference through sale of investment securities as well as the reversed amount, in addition to profit from operating activities, were taken into consideration, and the feasibility of sale of investment securities would require particularly careful consideration. Hence, we judged that the assessment of the recoverability of deferred tax assets falls under the scope of key audit matters.</td><td>In examining the recoverability of deferred tax assets by the management, we mainly conducted the following audit procedures.

• We assessed the effectiveness of development and operation of internal controls related to the determination of the recoverability of deferred tax assets, including the determination of the classification of companies.

• With regard to the Company’s classification of companies conducted by the management in assessing the recoverability of deferred tax assets, we examined whether the classification is compliant with the accounting standards.

• We asked the management about the cause of the tax loss carried forward recorded in the current fiscal year, and examined the Company’s factor analysis. In addition, we checked the balances of the temporary difference and tax loss carried forward against documents that served as evidence.

• With regard to the business plan for the current fiscal year, we examined hypothetical net sales, cost of sales, and selling, general and administrative expenses to see if they were consistent with past records in order to conduct a critical inspection.

• In order to examine the appropriateness of scheduling for reversal of future deductible temporary difference and future taxable temporary difference at the end of the fiscal year and offsetting them, we confirmed consistency with documents that served as evidence.

• With regard to the primary hypothetical timing of reversal of future taxable temporary difference through sale related to major stocks among investment securities as well as the hypothetical reversed amount, we confirmed consistency with the minutes of the Board of Directors meeting and documents that served as evidence.</td></tr>
</table>

Other Statements

Other statements consist of information contained in the Annual Securities Report other than consolidated financial statements, non-consolidated financial statements and the audited reports thereof. Management’s responsibility is the preparation and disclosure of the other statements. The responsibility of the Auditors and the Board of Auditors is to monitor the Directors’ execution of duties in the development and operation of the reporting process of the other statements.

The other statements are not included in the scope of our audit opinion on the consolidated financial statements, and we express no opinion on the other statements.

As the auditor of the consolidated financial statements, our responsibility is to read the other statements carefully, and in the course of that reading, to consider whether there are material differences between the other statements and the consolidated financial statements or our knowledge obtained in the audit, and to pay attention to whether there is any indication of material errors in the other statements other than such material differences.

Based on the work we have performed, if we determine that there are material errors in other statements, we are required to report such facts.

We found nothing that should be reported on the other statements.

Responsibilities of Management, Auditors, and the Board of Auditors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan. This includes establishing and operating internal control that the management judged necessary to enable 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 assessing whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to the going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Auditors and the Board of Auditors are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

The auditor's responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on its audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

The auditor makes professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and performs the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a qualified opinion with exceptions on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to the Auditors and the Board of Auditors regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Auditors and the Board of Auditors that provisions on professional ethics in Japan were observed concerning the auditor's independence and communicates matters that are reasonably considered to have an impact on the auditor's independence, and any measures in place to eliminate obstacles or any safeguards applied in order to reduce obstacles to an acceptable level.

The auditor determines key audit matters from the matters that the auditor discusses with the Auditors and the Board of Auditors and judges as particularly important in auditing the consolidated financial statements for the current fiscal year, and describes them in the audit report. However, if laws and regulations preclude public disclosure about the matters, or if the auditor determines, in extremely rare circumstances, that the matters should not be communicated in the audit report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest, the auditor would not describe such matters.

<Audit of Internal Control>

Opinion

Pursuant to Article 193-2, paragraph 2 of the Financial Instruments and Exchange Act, we have audited the Internal Control Report as of March 31, 2024 of SOURCENEXT Corporation.

In our opinion, the Internal Control Report referred to above, which represents that internal control over financial reporting as of March 31, 2024 is effective, presents fairly, in all material respects, the result of the management's assessment on internal control over financial reporting in conformity with assessment standards for internal control over financial reporting generally accepted in Japan.

Basis for Opinion

We conducted our internal control audit in accordance with auditing standards for internal control over financial reporting generally accepted in Japan. Our responsibilities under those standards are stated in "Auditor's Responsibility for the Audit of the Internal Control." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling 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.

Responsibilities of Management, Auditors, and the Board of Auditors for the Internal Control Report

Management is responsible for designing and operating internal control over financial reporting, and for the preparation and fair presentation of the Internal Control Report in accordance with assessment standards for internal control over financial reporting generally accepted in Japan.

The Auditors and the Board of Auditors are responsible for monitoring and verifying the design and operation of internal control over financial reporting.

Internal control over financial reporting may not fully prevent or detect misstatements.

Auditor's Responsibility for the Audit of the Internal Control

The auditor's responsibility is to obtain reasonable assurance about whether the Internal Control Report is free from material misstatement and to express an opinion on the Internal Control Report from an independent standpoint in an internal control audit report, based on its internal control audit.

The auditor makes professional judgment in the audit process in accordance with auditing standards for internal control over financial reporting generally accepted in Japan, and performs the following while maintaining professional skepticism.

- Implement audit procedures to obtain audit evidence regarding the results of the management's assessment on internal control over financial reporting in the Internal Control Report. The procedures selected and applied depend on the auditor's judgment, including the significance of effects on the reliability of financial reporting.
- Evaluate disclosures on scope, procedures and conclusions of management's assessment of internal control over financial reporting, as well as evaluating the overall presentation of the Internal Control Report.
- Obtain sufficient and appropriate audit evidence regarding the results of the management's assessment on internal control over financial reporting in the Internal Control Report. The auditor is responsible for

instructing, supervising, and implementing the audit of the Internal Control Report, and is solely responsible for the audit opinion.

The auditor reports to the Auditors and the Board of Auditors regarding the scope and timing of implementation of the planned internal control audit, result of the internal control audit, including any identified material weaknesses in internal control which should be disclosed and the results of their remediation, and other matters required under the auditing standards for internal control.

The auditor reports to the Auditors and the Board of Auditors that provisions on professional ethics in Japan were observed concerning the auditor's independence and communicates matters that are reasonably considered to have an impact on the auditor's independence, and any measures in place to eliminate obstacles or any safeguards applied in order to reduce obstacles to an acceptable level.

<Fee-related Information>

The fees for audit certification services and for non-audit services for the Company and its subsidiaries paid to us and persons that belong to the same network of us are stated in "Explanation about corporate governance, etc., (3) Status of Audit" included in "Information about reporting company."

Conflicts of Interest

Our firm and engagement partners have no interest in the Company and its consolidated subsidiaries which should be disclosed pursuant to the provisions of the Certified Public Accountants Act.

End

Notes: 1. The original of the above audit report is separately retained by the Company (the reporting company of the Annual Securities Report).

2. The associated XBRL data was not included in the scope of the audit.