Securities Code: 6191
December 9, 2024
(Start Date of Electronic Provision Measures:
December 2, 2024)

To Our Shareholders:

Atago Green Hills MORI Tower 19F
2-5-1 Atago, Minato-ku, Tokyo
Airtrip Corporation
Representative Director, President, and CFO Yusuke Shibata

# Notice of the 18th Annual General Meeting of Shareholders

We would like to express our sincere gratitude for your continued support.
We hereby notify you that the 18th Annual General Meeting of Shareholders will be held as outlined below.

In convening this General Meeting, we have adopted Electronic Provision Measures. The matters to be provided electronically are posted as the "Notice of the 18th Annual General Meeting of Shareholders" on our website at https://www.airtrip.co.jp/ir/stock/.
Additionally, the information is also available on the Tokyo Stock Exchange website at https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show.
(Please access the Tokyo Stock Exchange website above, enter "Airtrip" in the "Company Name" field or "6191" in the "Code" field, search, select "Basic Information," then "Public Inspection Documents/PR Information," and view the "Notice of Convocation of General Meeting of Shareholders/Shareholders Meeting Materials" under "Public Inspection Documents.")

Recognizing the General Meeting of Shareholders as an important opportunity to connect with our shareholders, we have decided to live-stream the meeting for those unable to attend in person. The live broadcast will be available through the "Airtrip Premium Benefits Club." Detailed information about the live stream can be found on pages 3 to 5.
For shareholders who cannot attend, you may exercise your voting rights in advance by mail or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders provided electronically, indicate your approval or disapproval on the enclosed Voting Rights Exercise Form, and return it so that it arrives by 6:00 p.m. on Monday, December 23, 2024. Alternatively, you may exercise your voting rights via the Internet by the same deadline.
We appreciate your understanding and cooperation.

Sincerely,

# Details

1. Date and Time　10:00 a.m., Tuesday, December 24, 2024
2. Venue　Airtrip Corporation Conference Room
(Please gather at the reception on the 1st floor)
Atago Green Hills MORI Tower 19F
2-5-1 Atago, Minato-ku, Tokyo

● Please note that seating at the venue is limited. Therefore, if the venue reaches full capacity, we may have to restrict admission. We appreciate your understanding in advance.

3. Agenda

Reports
1. Business Report, Consolidated Financial Statements, and report on audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 18th Fiscal Year (from October 1, 2023, to September 30, 2024)
2. Report on Non-consolidated Financial Statements for the 18th Fiscal Year (from October 1, 2023, to September 30, 2024)

Matters to Be Resolved

Proposals
1. Election of one Audit & Supervisory Board Member
2. Election of six Directors

Sincerely,

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◎For shareholders attending the meeting who have not exercised their voting rights in advance by mail or via the Internet, please kindly submit your Voting Rights Exercise Form at the reception desk upon arrival.
◎If you do not indicate your approval or disapproval for the proposals on the Voting Rights Exercise Form, it will be treated as an indication of approval.
◎In the event of any revisions to the matters provided electronically, the corrected information will be posted on each of the websites where the original information is available.

# Guidance on Exercising Voting Rights via the Internet

1. Member Registration

Please access the "Airtrip Premium Benefits Club" via the following URL and complete your member registration by entering the required information.

URL : https://airtrip.premium-yutaiclub.jp/

【User Information Required for Member Registration】

■Shareholder Number

Please enter your shareholder number.

※This can be found at the top center of your Voting Rights Exercise Form.

■Postal Code

Please enter the postal code as recorded or registered in the final shareholder registry as of September 30, 2024.

※A provisional registration completion email will be sent to you; please be sure to complete the full registration.

2. Login

Log in to the "Airtrip Premium Benefits Club," select "Exercise Voting Rights Immediately" on the pop-up screen, and choose your approval or disapproval.

※Note on Handling Duplicate Exercise of Voting Rights

If you exercise your voting rights both by mail and via the Internet ("Airtrip Premium Benefits Club"), only the vote cast via the Internet will be considered valid.

If you exercise your voting rights multiple times via the Internet, only your last vote will be deemed valid.

**Inquiries Regarding Exercising Voting Rights via the Internet**

Airtrip Premium Benefits Club

Contact: 0120-980-686

Toll-Free / Reception Hours: 9:00 a.m. to 5:00 p.m.

(Excluding Saturdays and Sundays)

## Notice of Internet Live Streaming via the Premium Benefits Club

We will live-stream the proceedings of the 18th Annual General Meeting of Shareholders through the "Airtrip Premium Benefits Club."

1. Login

Please access the "Airtrip Premium Benefits Club" via the following URL and complete your member registration and login by entering the required information.

URL： https://airtrip.premium-yutaiclub.jp/

【User Information Required for Member Registration and Login】

■Shareholder Number

Please enter your shareholder number.

※This can be found at the top center of your Voting Rights Exercise Form.

■Postal Code

Please enter the postal code as recorded or registered in the final shareholder registry as of September 30, 2024.

■Login ID (Email Address)

■Please enter password to participate.

※These are the ones you provided during member registration.

２. Advance Submission of Questions

From the URL provided in the Shareholder Post on the website mentioned on the previous page, you can access the "Advance Question Submission Section" to send us your questions. Each shareholder may submit up to two questions, with a limit of 200 characters per question.

【Submission Deadline】6:00 p.m., Friday, December 20, 2024

## ３. Viewing the Internet Live Streaming of the General Meeting of Shareholders


STEP１
On the day of the General Meeting, please log in to the Airtrip Premium Benefits Club and access the live stream by clicking the "Virtual General Meeting of Shareholders Live Today" banner displayed on the top page.

STEP２
We will live-stream the General Meeting of Shareholders from 10:00 a.m. on Tuesday, December 24, 2024.

<u>Inquiries Regarding the System</u>
Airtrip Premium Benefits Club
Contact: 0120-980-686
Toll-Free / Reception Hours: 9:00 a.m. to 5:00 p.m.
(Excluding Saturdays and Sundays)

■Important Notes

・If significant changes occur in the operation of the General Meeting of Shareholders due to future circumstances, we will inform you on our company's website.
・Please note that the live stream is not considered an official venue of the General Meeting of Shareholders under the Companies Act; therefore, you cannot exercise your voting rights or submit questions or comments through this site during the broadcast. We appreciate your understanding.
・We intend to answer the questions submitted in advance during the General Meeting as much as possible; however, due to operational reasons, we may not be able to address all questions. Thank you for your understanding.
・The live stream may be interrupted due to network conditions or other factors. Please note that we are not responsible for any disadvantages incurred by shareholders due to such interruptions.
・Please be aware that any communication fees incurred to view the live stream are the responsibility of the shareholders.

# Business Report

(From October 1, 2023 to September 30, 2024)

## 1. Matters Concerning the Status of the Corporate Group

(1) Business Overview for the Current Consolidated Fiscal Year

The Japanese economy continues a moderate recovery due to the effects of various policies, despite some signs of stagnation in economic activity, amid ongoing improvements in corporate earnings and employment conditions. The environment surrounding the travel industry remains on a recovery trend, with increasing momentum in both domestic travel and inbound tourism.

Our group has positioned this fiscal year as the start of the third stage post-listing, titled "Airtrip: To the Next Stage." Under our medium- to long-term growth strategy "Airtrip 5000" and growth strategy "Airtrip 2024," we are steadily accumulating profits.

Going forward, we will expand our revenues by continuing strategic marketing investments aligned with fluctuations in domestic and international travel demand, enhancing convenience through UI/UX improvements, and implementing various promotions. Simultaneously, we will promote the continued growth of our existing businesses outside the travel sector and build a further business portfolio. The Airtrip Group will strategically construct and strengthen the "Airtrip Economic Zone."

【Consolidated Results】

| | | |
|---|---|---|
| Revenue | 26,571 million yen | (up 13.6% year-on-year) |
| Operating Profit | 2,368 million yen | (up 17.3% year-on-year) |
| Profit Before Tax | 1,910 million yen | (down 3.2% year-on-year) |
| Profit Attributable to Owners of the Parent | 2,013 million yen | (up 58.0% year-on-year) |

In terms of revenue for the current consolidated fiscal year, the Online Travel Business achieved a solid increase due to the recovery in travel demand, recording 24,624 million yen, up 6.9% year-on-year. The IT Offshore Development Business recorded 154 million yen, a decrease of 50.8% year-on-year. The Investment Business recorded 1,792 million yen, an increase of 1,745 million yen year-on-year. As a result, consolidated revenue for the current fiscal year increased by 13.6% year-on-year to 26,571 million yen.

Regarding operating profit for the current consolidated fiscal year, we benefited from increased gross profit due to the recovery in travel demand

and profit-enhancing effects from initiatives such as cost reduction measures undertaken as part of diversifying and restructuring our business portfolio. The Online Travel Business recorded an operating profit of 4,149 million yen, an increase of 968 million yen year-on-year. The IT Offshore Development Business recorded an operating loss of 228 million yen, an increase of 55 million yen in losses year-on-year. The Investment Business recorded an operating loss of 36 million yen, an increase of 51 million yen in losses year-on-year. As a result, operating profit for the current fiscal year increased by 17.3% year-on-year to 2,368 million yen.

【Segment Performance】

(Online Travel Business)

| | | |
|---|---|---|
| Revenue | 24,624 million yen | (up 6.9% year-on-year) |
| Segment Profit | 4,149 million yen | (up 30.4% year-on-year) |

１. Airtrip Travel Business

Since our founding, we have been providing convenient services to customers as a travel company specializing in online services. Centered on our three strengths—procurement capability, diverse sales channels, and system development capability—we offer the following services:

①BtoC Services (Direct Operations)

We have achieved strong competitiveness through handling the industry's largest volume of domestic air tickets and partnerships with various airlines and East Japan Railway Company. We operate "Airtrip," a site where users can easily compare and book domestic and international travel content. By focusing even more on user-friendliness, we deliver the best travel options to our customers.

②BtoBtoC Services (Travel Content OEM Provision)

We provide domestic air tickets and travel packages, as well as overseas air tickets and hotel products, to other media companies as travel content. By expanding our lineup of content, we contribute to improving customer satisfaction for users of these media platforms.

２. Inbound Travel Business and Wi-Fi Rental Business

Through our subsidiary Inbound Platform Corp., a subsidiary of Airtrip, we are developing the inbound travel business. Centered on Wi-Fi router rental and mobile communication services for inbound tourists, we are expanding services catering to the needs of foreigners, including transportation and lifestyle-related services for inbound and resident foreigners, campervan rental services, and more.

３. Media Business

In collaboration with our subsidiary MagMag, Inc., whose philosophy is "Delivering what you want to tell, to those who want to know," we develop and provide mechanisms to collect content from creators worldwide and deliver it to those who find value in that information. We operate web media platforms such as "MAG2 NEWS," "MONEY VOICE," "TRiP EDiTOR," and "by them," which discover content and deliver it to a large audience seeking information, starting with the free and paid email magazine distribution service "MagMag!"

4. Regional Revitalization Business

Through Airtrip's subsidiaries Kanzashi Inc. and Ns Enterprise Inc., we are developing the regional revitalization business. Aiming to solve social issues such as labor shortages and overtourism, we implement solutions centered on "Tourism Tech" × "HR Tech," striving to increase exchange populations and revitalize regional economies.

5. Cloud Business

Through Airtrip's subsidiary Kanzashi Inc., we are developing the cloud business. We mainly offer cloud services aimed at improving operational efficiency in the lodging and restaurant industries, such as the "Kanzashi Cloud" for unified management of accommodation plans and the "Wakizashi Cloud" for automating the collection of cancellation fees. Other services include "Kuchikomi Cloud," "Zenigata Cloud," "Cloud Transfer Shashin," and "Bansou Cloud." We aim to become the company most needed by inns, hotels, and local businesses.

6. Matching Platform Business

At our subsidiary GROWTH Inc., a subsidiary of Airtrip, we are developing the Matching Platform Business. By introducing optimal marketing professionals who match the job content, scope, and skills required by companies, we continue to provide value that exceeds customers' expectations and imagination. This approach enables us to solve companies' marketing challenges and deliver high-quality value.

For the current consolidated fiscal year, the Online Travel Business segment recorded revenue of 24,624 million yen and a segment profit of 4,149 million yen.

(IT Offshore Development Business)

| | | |
|---|---|---|
| Revenue | 154 million yen | (down 50.8% year-on-year) |
| Segment Profit | △228 million yen | (an increase of 55 million yen in losses year-on-year) |

In the IT Offshore Development Business, we provide lab-type development services in Ho Chi Minh City and Hanoi, Vietnam, mainly to clients such as e-commerce, web solution, gaming, and system development companies.

For the current consolidated fiscal year, the IT Offshore Development Business segment recorded revenue of 154 million yen and a segment loss of 228 million yen.

(Investment Business)

| | | |
|---|---|---|
| Revenue | 1,792 million yen | (an increase of 1,745 million yen year-on-year) |
| Segment Profit | △36 million yen | (an increase of 51 million yen in losses year-on-year) |

In the Investment Business, we invest in and nurture growth companies, pursuing synergies through collaborations with investee companies, and aim to obtain capital gains accompanying the growth and listing of these companies. As of the current consolidated fiscal year, we have expanded our portfolio to 135 investee companies.

For the current consolidated fiscal year, the Investment Business segment recorded revenue of 1,792 million yen and a segment loss of 36 million yen.

(2) Status of Capital Expenditures

Software-related

The main capital expenditure for the current consolidated fiscal year was a total investment of 854 million yen in systems related to our Online Travel Business. There were no significant disposals or sales of major equipment.

(3) Status of Fund Procurement

In the current consolidated fiscal year, we procured 13 million yen through the exercise of stock acquisition rights.

(4) Status of Succession of Rights and Obligations Related to the Business of Other Corporations through Absorption-type Mergers or Divisions

On April 1, 2024, we conducted an absorption-type merger with our subsidiary Airtrip International Corp., succeeding all of its rights and obligations.

(5) Challenges to Address

The Airtrip Group’ s revenue is primarily derived from airline ticket sales, and we continue to maintain strong relationships with the airlines. Looking ahead, the Airtrip Group aims to drive overall growth by continuing to expand existing businesses and creating new ones across the following sectors:

(1) Airtrip Travel Business (core)
(2) IT Offshore Development Business
(3) Inbound Travel & Wi-Fi Rental Business
(4) Media Business
(5) Investment Business
(6) Regional Revitalization Business
(7) Cloud Business
(8) Matching Platform Business

Under our medium- to long-term growth strategy, ”Airtrip 5000,” we have identified the following key challenges and will work actively to address them:

A. Capturing Increasing Domestic Travel Demand

We primarily sell travel products through our own online booking site ”Airtrip.” By expanding new areas such as rental cars, Shinkansen tickets, and bus services, as well as implementing generous point redemption initiatives, we aim to capitalize on increased travel demand spurred by the nationwide travel support program and secure greater revenue.

B. Considering Large-Scale, Mass-Market Promotions Leveraging the Airtrip Brand

As one of the largest OTA (Online Travel Agency) services in terms of airline ticket sales, we will enhance the ”Airtrip” brand and leverage organic traffic to implement marketing strategies that adapt to new forms of travel.

C. Providing Services that Reflect New Travel and Lifestyle Trends Through IT Literacy and Development Capabilities

For users and clients purchasing travel products online, factors such as comprehensive information, fast response times, competitive pricing, and high convenience are essential. To meet these needs, we will continue to refine our system technologies and infrastructure, offering even more client-oriented systems to address evolving travel and lifestyle demands.

D. Preparing Major Group Subsidiaries and Affiliates for Public Listing

Guided by the mission of "- Make Sustainable Nippon - Becoming the Company Most Needed by Inns, Hotels, Local Businesses, and Local Governments," Kanzashi Inc. aims to enrich Japan through the power of digital technology and is currently preparing for a public listing.

We are also moving forward with listing preparations for other key subsidiaries within our Group and will continue to enhance the overall corporate value of the Airtrip Group.

E. Cost Reduction

By automating operations that can be performed without human intervention, we are reducing management costs while improving convenience for our customers.

### (6) Changes in the Status of Assets and Profit/Loss

#### ① Changes in the Group's Financial Position and Results

| Category | 15th Fiscal Year (FY2021/9) | 16th Fiscal Year (FY2022/9) | 17th Fiscal Year (FY2023/9) | 18th Fiscal Year (FY2024/9) |
|---|---|---|---|---|
| | IFRS | IFRS | IFRS | IFRS |
| Revenue (Millions of yen) | 17,524 | 13,589 | 23,386 | 26,571 |
| Operating Profit (Millions of yen) | 3,142 | 2,243 | 2,018 | 2,368 |
| Profit Attributable to Owners of the Parent (Millions of yen) | 2,372 | 1,712 | 1,274 | 2,013 |
| Basic Earnings per Share (Yen) | 112.15 | 77.38 | 57.32 | 89.97 |
| Total Assets (Millions of yen) | 21,373 | 24,135 | 30,586 | 28,803 |
| Total Equity (Millions of yen) | 8,136 | 9,908 | 13,287 | 14,731 |
| Equity Attributable to Owners of the Parent per Share (Yen) | 334.54 | 410.93 | 548.73 | 610.78 |

(Note) 1. The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS).
2. Each category name is based on terms defined under IFRS.

#### ② Status of the Company's Assets and Profit/Loss

| Category | 15th Fiscal Year (FY2021/9) | 16th Fiscal Year (FY2022/9) | 17th Fiscal Year (FY2023/9) | 18th Fiscal Year (FY2024/9) |
|---|---|---|---|---|
| | Japanese Standards | Japanese Standards | Japanese Standards | Japanese Standards |
| Net Sales (Millions of yen) | 7,895 | 9,558 | 17,014 | 19,384 |
| Ordinary Profit (Millions of yen) | 1,441 | 525 | 2,428 | 2,321 |
| Net Profit (Millions of yen) | 2,034 | 892 | 2,774 | 2,018 |
| Earnings per Share (Yen) | 96.14 | 40.33 | 124.81 | 90.15 |
| Total Assets (Millions of yen) | 12,857 | 14,739 | 19,318 | 21,555 |
| Net Assets (Millions of yen) | 5,478 | 6,092 | 9,376 | 10,682 |
| Net Assets per Share (Yen) | 246.98 | 274.11 | 419.04 | 477.03 |

## (7) Status of Important Parent and Subsidiary Companies

### ① Status of Important Parent Companies

There are no applicable matters.

### ② Status of Important Subsidiaries

| Company Name | Capital | Company' s Voting Rights (%) | Main Business Activities |
|---|---|---|---|
| EVOLABLE ASIA CO., LTD | US$200,000 | 51.0% | IT Offshore Development Business |
| Ns Enterprise Inc. | ¥50 million | 64.1% (64.1%) | Regional Revitalization Business |
| Inbound Platform Corp. | ¥351 million | 65.1% | Inbound Travel & Wi-Fi Rental Business |
| Kanzashi Inc. | ¥10 million | 64.1% | Cloud Business |
| MagMag, Inc. | ¥319 million | 70.7% | Media Business |
| GROWTH Inc. | ¥21 million | 40.0% | Matching Platform Business |

(Notes)1. The figures in parentheses for voting rights ratios represent indirectly owned portions and are included within the total percentage.
2. Although the Company' s voting rights ratio in GROWTH Inc. is less than 50%, the Company considers GROWTH Inc. a subsidiary because there is a contract granting the Company control over key financial, operational, and business policy decisions, and the Company deems it significant.

(8) Main Business Activities

| Business | Description |
|---|---|
| Airtrip Travel Business | Offers the following services related to airline tickets, travel, and hotel products:<br>・BtoC Services (direct management via our own website)<br>・BtoBtoC Services (OEM provision of travel content) |
| IT Offshore Development Business | Provides high-quality software development services in Vietnam through a dedicated team of IT engineers. |
| Inbound Travel & Wi-Fi Rental Business | Offers the following services primarily for inbound travelers:<br>・Campervan rentals and Wi-Fi rentals<br>・Consulting services and concierge apps<br>・Tourism information media advertising |
| Media Business | Provides services that make customers' lives more convenient in various situations:<br>・Email magazines and web media platforms |
| Investment Business | Focuses on building a diversified business portfolio within the Group:<br>・Pursuing synergies through investment in growth companies and collaboration with investees<br>・Promoting M&A opportunities aligned with the ongoing reorganization in the travel industry<br>・Actively investing to continuously scale our businesses<br>・Advancing M&A strategies to foster new growth beyond the travel business<br>・Considering the sale of certain non-core travel-related businesses |
| Regional Revitalization Business | Uses technology to address regional economic challenges:<br>・"Tourism Tech" solutions to increase visitor numbers<br>・"HR Tech" solutions to mitigate labor shortages and improve shift management efficiency |
| Cloud Business | Offers a range of services to improve operational efficiency in the hospitality sector:<br>・"Kanzashi Cloud": A comprehensive accommodation plan management tool<br>・"Kuchikomi Cloud": An AI-powered integrated review management tool<br>・"Zenigata Cloud": A tool providing comprehensive visibility into competitors<br>・"Cloud Transfer Shashin": An integrated photo management tool<br>・"Bansou Cloud": A customer success service<br>・"Wakizashi Cloud": An automated cancellation fee collection tool |
| Matching Platform Business | Operates a job-matching platform specialized in the marketing field, connecting freelancers and side-job talent with companies:<br><br>・"JOB DESIGN": A marketing-focused job-matching platform<br>・"JOB SELECTION": A high-level career support service specialized in marketing roles |

### (9) Major Business Locations

| Name | Location |
|---|---|
| Headquarters | Atago Green Hills MORI Tower, 2-5-1 Atago, Minato-ku, Tokyo, Japan |
| EVOLABLE ASIA CO., LTD | 7F Dongnhan Office Building, 90 Nguyen Dinh Chieu Street, Dakao Ward, District 1, HCMC, Vietnam |

### (10) Employee Status

| Name | Number of Employees | Increase/Decrease from Previous Fiscal Year |
|---|---|---|
| The Company | 162 | +43 |
| The Corporate Group | 396 | +59 |

Note: The number of employees represents full-time staff and excludes temporary workers, such as part-time employees and casual workers.

### (11) Major Borrowing Institutions

| Lender | Outstanding Balance (Millions of Yen) |
|---|---|
| Mizuho Bank, Ltd. | 837 |
| Chiba Bank, Ltd. | 449 |
| Resona Bank, Ltd. | 379 |
| Sanjuusan Bank, Ltd. | 325 |

## 2. Information Regarding the Company's Shares

(1) Total Number of Authorized Shares 36,000,000 shares

(2) Total Number of Issued Shares Common Stock 22,390,765 shares

(3) Number of Shareholders 19,570

(4) Major Shareholders

| Shareholder Name | Number of Shares Held | Ownership Ratio (%) |
|---|---|---|
| Munenori Oishi | 6,015,700 shares | 26.9 % |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 2,037,300 shares | 9.1 % |
| Yoshimura Holdings Co., Ltd. | 1,173,300 shares | 5.2 % |
| Yoshimura Holdings Co., Ltd. (IFA Account) | 1,080,000 shares | 4.8 % |
| Custody Bank of Japan, Ltd. (Trust Account) | 662,500 shares | 3.0 % |
| Tadao Yamamoto | 180,900 shares | 0.8 % |
| JP Morgan Chase Bank 380621 | 180,600 shares | 0.8 % |
| BNYM SA/NV FOR BNY M GCM CLI ENT ACCTS ILM FE | 139,644 shares | 0.6 % |
| Central Tanshi Co., Ltd. | 137,200 shares | 0.6 % |
| SMBC Nikko Securities Inc. | 136,708 shares | 0.6 % |

## 3. Status of Stock Acquisition Rights, etc.

(1)Status of Stock Acquisition Rights Held by Company Officers (As of September 30, 2024)

<table>
<tr><th colspan="2"></th><th>4th Stock Acquisition Rights</th><th>6th Stock Acquisition Rights</th></tr>
<tr><td colspan="2">Resolution Date</td><td>September 30, 2015</td><td>October 23, 2015</td></tr>
<tr><td colspan="2">Number of Stock Acquisition Rights</td><td>73</td><td>1</td></tr>
<tr><td colspan="2">Type of Shares Underlying the Rights</td><td>Common Stock</td><td>Common Stock</td></tr>
<tr><td colspan="2">Number of Shares Underlying the Rights</td><td>65,700 shares (Note 1)</td><td>900 shares (Note 1)</td></tr>
<tr><td colspan="2">Payment Amount Upon Exercise of Rights</td><td>¥636 (Note 1)</td><td>¥636 (Note 1)</td></tr>
<tr><td colspan="2">Exercise Period</td><td>March 31, 2016 - September 29, 2025</td><td>October 24, 2017 - September 29, 2025</td></tr>
<tr><td colspan="2">Issuance Price and Capital Contribution Per Share Upon Exercise of Rights</td><td>Issuance Price: ¥636<br>Capital Contribution: ¥318<br>(Note 1)</td><td>Issuance Price: ¥636<br>Capital Contribution: ¥318<br>(Note 1)</td></tr>
<tr><td colspan="2">Conditions for Exercise</td><td>(Note 2)</td><td>(Note 3)</td></tr>
<tr><td rowspan="3">Status of Stock Acquisition Rights Held by Officers</td><td>Directors (Excluding Outside Directors)</td><td>Not Applicable</td><td>Number of Stock Acquisition Rights: 1<br>Number of Shares Underlying the Rights: 900<br>Number of Holders: 1 (Note 1)</td></tr>
<tr><td>Outside Directors</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td>Audit & Supervisory Board Members</td><td>Number of Stock Acquisition Rights: 5<br>Number of Shares Underlying the Rights: 4,500<br>Number of Holders: 1 (Note 1)</td><td>Not Applicable</td></tr>
</table>

Notes: 1. The Company' s common stock underwent a stock split at a ratio of 300 shares per share on December 18, 2015, and a further stock split at a ratio of 3 shares per share on August 1, 2016. Consequently, adjustments have been made to the "number of shares underlying the rights" and the "total amount of assets contributed upon the exercise of stock acquisition rights."

2. Conditions for Exercising the 4th Stock Acquisition Rights:
① The holder must be a director or employee of the Company or its subsidiaries at the time of exercising the rights. However, this does not apply in cases of retirement due to the expiration of a term, mandatory retirement, other legitimate reasons, or acquisition of the rights through inheritance.
② If the holder is no longer a director or employee of the Company or its subsidiaries, they must obtain approval from the Company' s Board of Directors to exercise the rights.
③ More than one year must have elapsed since the Company' s listing, and there are no restrictions on the number of stock acquisition rights that can be exercised.

3. Conditions for Exercising the 6th Stock Acquisition Rights:
① The grantee must be a director or employee of the Company or its subsidiaries at the time of exercising the rights. However, this does not apply in cases of retirement due to the expiration of a term, mandatory retirement, other legitimate reasons, or acquisition of the rights through inheritance.
② If the grantee is no longer a director or employee of the Company or its subsidiaries, they must obtain approval from the Company's Board of Directors to exercise the rights.
4. The 1st, 7th, 8th, 9th, 10th, 11th, 13th, and 14th Stock Acquisition Rights have not been granted to officers. The 2nd, 3rd, 5th, and 12th Stock Acquisition Rights have already been fully exercised by the officers.

<table>
<tr><th colspan="2"></th><th>15th Stock Acquisition Rights</th></tr>
<tr><td colspan="2">Resolution Date</td><td>November 30, 2020</td></tr>
<tr><td colspan="2">Number of Stock Acquisition Rights</td><td>1,079</td></tr>
<tr><td colspan="2">Type of Shares Underlying the Rights</td><td>Common Stock</td></tr>
<tr><td colspan="2">Number of Shares Underlying the Rights</td><td>107,900 shares</td></tr>
<tr><td colspan="2">Payment Amount Upon Exercise of Rights</td><td>¥1,230</td></tr>
<tr><td colspan="2">Exercise Period</td><td>January 1, 2022 - December 31, 2025</td></tr>
<tr><td colspan="2">Issuance Price and Capital Contribution Per Share Upon Exercise of Rights</td><td>Issuance Price: ¥1,230<br>Capital Contribution: ¥615</td></tr>
<tr><td colspan="2">Conditions for Exercise</td><td>(Note 1)</td></tr>
<tr><td rowspan="3">Status of Stock Acquisition Rights Held by Officers</td><td>Directors (Excluding Outside Directors)</td><td>Number of Stock Acquisition Rights: 785<br>Number of Shares Underlying the Rights: 78,500<br>Number of Holders: 2 (Note 1)</td></tr>
<tr><td>Outside Directors</td><td>Not Applicable</td></tr>
<tr><td>Audit & Supervisory Board Members</td><td>Not Applicable</td></tr>
</table>

(Note) 1. Conditions for Exercising the 15th Stock Acquisition Rights
① The allocated stock acquisition rights can be exercised if the adjusted EBITDA calculated from the consolidated statements of profit and loss and consolidated cash flow statements for any of the fiscal years ending September 2021, September 2022, September 2023, or September 2024 exceeds ¥2.5 billion.
② Holders of the stock acquisition rights may exercise all or part of their rights according to the following schedule:
a. From January 1, 2022: One-third of the allocated stock acquisition rights
b. From January 1, 2023: Two-thirds of the allocated stock acquisition rights
c. From January 1, 2024: All of the allocated stock acquisition rights

## 4. Matters Related to Company Officers

(1) Names and Positions of Directors and Audit & Supervisory Board Members (As of September 30, 2024)

| Name | Position in the Company | Responsibilities and Significant Concurrent Positions |
|---|---|---|
| Yusuke Shibata | Representative Director, President & CFO | Oversees Domestic Air Ticket Business Promotion Division, Hotel Reservation Business Division, Administrative Headquarters, Corporate Strategy Division, and Chairman's Office<br>President, Airtrip Premium Club Inc. |
| Munenori Oishi | Director, Chairman | Oversees Procurement Headquarters<br>Director, Pikapaka Inc. |
| Satoshi Tamura | Director, CIO | Oversees FIT Business Headquarters, Marketing Division, IT Strategy Office |
| Takeshi Masuda | Director | Oversees Domestic Air Ticket Sales Division |
| Yasuhito Omori | Director | Director, Develop Inc. |
| Kazuki Ishihara | Director | President, Ishihara Research Institute Inc.<br>President, LDX Inc.<br>Attorney, Atsumi & Sakai Law Office |
| Yasuhiro Sakata | Full-time Audit & Supervisory Board Member | None |
| Masayasu Morita | Audit & Supervisory Board Member | President, Hitotoki Incubator Inc.<br>Board Member, English Central Inc.<br>Outside Director, Open8 Inc.<br>Outside Director, Polyglots Inc.<br>Outside Director, Albirex Niigata Inc.<br>Outside Auditor, GMO Omakase Inc.<br>President, Bancroft & Telegraph Inc.<br>Outside Director, Hitomedia Inc. |
| Yuki Shimizu | Audit & Supervisory Board Member | Managing Attorney, LIT Law Office<br>President, LIT Inc.<br>Representative Director, Tomoshibi General Incorporated Association<br>President, Akari Guarantee Inc. |

(Note) 1. Directors Yasuhito Omori and Kazuki Ishihara are Outside Directors.

2. Audit & Supervisory Board Members Masayasu Morita and Yuki Shimizu are Outside Audit & Supervisory Board Members.
3. The Company has designated Directors Yasuhito Omori and Kazuki Ishihara, and Audit & Supervisory Board Members Masayasu Morita and Yuki Shimizu, as independent officers under the Tokyo Stock Exchange's regulations and has filed this designation with the Exchange.
4. Directors and Audit & Supervisory Board Members Who Retired During the Fiscal Year

| Name | Retirement Date | Reason for Retirement | Position, Responsibilities, and Key Concurrent Roles at Time of Retirement |
|---|---|---|---|
| Masahide Akiyama | December 22, 2023 | Term Expiration | Director<br>Oversaw Regional Revitalization Business<br>Director, Airtrip International Inc.<br>President & CEO, Kanzashi Inc.<br>President & CEO, Ns Enterprise Inc.<br>Representative Director, Giamso International Tours Pte Ltd. |
| Yoshiki Moribe | December 22, 2023 | Term Expiration | Director<br>Representative Director, Rocking Horse Inc.<br>Chairman, Nihon Reference Inc.<br>President, Mack Suzuki Baseball Academy Inc.<br>Director, Aile Inc.<br>Director, Colony Inc.<br>Director, ELSTYLE Inc. |
| Tsuguhiro Wakabayashi | December 22, 2023 | Term Expiration | Full-time Audit & Supervisory Board Member<br>Audit & Supervisory Board Member, Airtrip International Inc.<br>Audit & Supervisory Board Member, Kanzashi Inc.<br>Audit & Supervisory Board Member, Airtrip Premium Club Inc. |
| Yoshiaki Takamichi | December 22, 2023 | Term Expiration | Audit & Supervisory Board Member<br>President, TKMC Inc. |
| Masahito Okada | December 22, 2023 | Term Expiration | Audit & Supervisory Board Member<br>President, M&E Consulting Inc. |

(2) Overview of Limited Liability Agreements

The Company has entered into agreements with outside directors and audit & supervisory board members to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same law. The maximum liability for damages under these limited liability agreements is the amount stipulated by applicable laws and regulations.

This limitation of liability applies only if the outside directors or audit & supervisory board members acted in good faith and without gross negligence in the performance of their duties that caused the liability.

(3) Directors and Officers Liability Insurance Contract

| Scope of Insured Persons | Overview of the Directors and Officers Liability Insurance Contract |
|---|---|
| Directors, Audit & Supervisory Board Members, Executive Officers, and Key Employees of the Company and its Subsidiaries | The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The Company fully bears the premiums for all insured persons. The policy covers legal damages and litigation expenses arising from claims for damages due to actions taken in their official capacity (including shareholder derivative lawsuits). However, acts involving illegal gains or benefits, criminal activities, misconduct, fraud, or actions knowingly violating laws, regulations, or ordinances are excluded from coverage. |

(4) Amount of Compensation for Directors and Audit & Supervisory Board Members for the Fiscal Year

The Company's Board of Directors has resolved a policy regarding the determination of the content of compensation for directors. The policy is summarized as follows: director compensation is determined at an appropriate level based on the responsibilities of each position.

Compensation for directors consists solely of basic compensation, which is fixed in principle and paid monthly. The amount is determined comprehensively based on factors such as rank, responsibilities, economic and social conditions, and the compensation levels at other companies.

The Board of Directors confirmed that the method for determining individual compensation for the fiscal year and the resulting amounts are consistent with the policy resolved by the Board of Directors on December 25, 2020. It was judged that the compensation aligns with this policy.

The maximum annual compensation for directors was approved at the General Meeting of Shareholders held on December 26, 2012, at ¥300 million or less per year, excluding salaries for employee roles. At the time of this General Meeting, there were three directors.

The maximum annual compensation for Audit & Supervisory Board Members was approved at the General Meeting of Shareholders held on December 26, 2012, at ¥50 million or less per year. At the time of this General Meeting, there were four Audit & Supervisory Board Members.

Based on a delegation resolution of the Board of Directors, the Representative Director, President, and CFO, Yusuke Shibata, determines the specific amounts of individual compensation for directors. The scope of this authority is to decide the basic compensation amounts for each director based on the Company's policies. The reason for delegating this authority is that the Representative Director, President, and CFO, who oversees the overall performance of the Company, is best suited to evaluate the responsibilities of each director's business operations.

| Category | Compensation (Millions of Yen) | Total Amount by Type of Compensation | | | Number of Recipients |
|---|---|---|---|---|---|
| | | Fixed Compensation (Millions of Yen) | Performance-Linked Compensation | Non-Monetary Compensation | |
| Directors (of which, Outside Directors) | 77 (5) | 77 (5) | — | — | 8 (3) |
| Audit & Supervisory Board Members (of which, Outside Audit & Supervisory Board Members) | 14 (4) | 14 (4) | — | — | 6 (3) |
| Total (of which, Outside Officers) | 92 (10) | 92 (10) | — | — | 14 (6) |

(5) Matters Related to Outside Officers

① Relationship Between the Company and Other Organizations Where Important Concurrent Positions Are Held

Outside Director Yasuhito Omori is a Director of Develop Inc.; however, there are no transactions between the Company and Develop Inc. that require disclosure.

Outside Director Kazuki Ishihara is the President of Ishihara Research Institute Inc. and the President of LDX Inc.; however, there are no transactions between the Company and either of these companies.

Outside Audit & Supervisory Board Member Masayasu Morita is the President of Bancroft & Telegraph Inc. and holds other director positions at multiple companies as noted in Section 4 (1). However, there are no transactions between the Company and any of these entities.

Outside Audit & Supervisory Board Member Yuki Shimizu is the Managing Attorney at LIT Law Office and holds director positions at multiple companies and organizations as noted in Section 4 (1). However, there are no transactions between the Company and any of these entities.

② Key Activities of Outside Officers During the Fiscal Year

1) Attendance at Board of Directors and Audit & Supervisory Board Meetings

| | | Board of Directors | | Audit & Supervisory Board | |
|---|---|---|---|---|---|
| | | Attendance | Attendance Rate | Attendance | Attendance Rate |
| Director | Yasuhito Omori | 18/18 | 100% | — | — |
| Director | Kazuki Ishihara | 14/14 | 100% | — | — |
| Audit & Supervisory Board Member | Masayasu Morita | 18/18 | 100% | 14/14 | 100% |
| Audit & Supervisory Board Member | Yuki Shimizu | 14/14 | 100% | 10-10 | 100% |

(Note) 1. The attendance records for Outside Director Ishihara and Outside Audit & Supervisory Board Member Shimizu reflect their attendance since their respective appointments.

2) Statements and Activities at Board of Directors and Audit & Supervisory Board Meetings

| Name | | Key Statements and Activities |
|---|---|---|
| Director | Yasuhito Omori | Leveraging his extensive experience and broad insights as a former Financial Services Agency official, he provides objective and appropriate opinions on overall management matters. |
| Director | Kazuki Ishihara | Drawing on his achievements in supporting various venture companies and his specialized knowledge and experience as a lawyer, he offers objective and appropriate opinions on overall management matters. |
| Audit & Supervisory Board Member | Masayasu Morita | With his extensive international experience and broad perspective, he closely monitors the Company's overseas strategies and provides opinions on risk management from a supervisory standpoint. |
| Audit & Supervisory Board Member | Yuki Shimizu | Utilizing his specialized knowledge and experience as a lawyer, he offers opinions on strengthening compliance from a supervisory standpoint. |

## 5. Status of Accounting Auditor

(1) Name of Accounting Auditor

BDO Sanyu & Co.

(2) Compensation and Related Amounts for the Accounting Auditor for the Fiscal Year

| | Amount (Millions of Yen) |
|---|---|
| Compensation and related amounts for the accounting auditor for the fiscal year | 46 |
| Total monetary and other property benefits payable by the Company and its subsidiaries to the accounting auditor | 97 |

(Notes) 1. Under the audit contract between the Company and the accounting auditor, the amounts for audits under the Companies Act and the Financial Instruments and Exchange Act are not clearly distinguished and cannot be practically separated. Therefore, the total amount is shown as the compensation and related amounts for the fiscal year.

2. The Company's Audit & Supervisory Board, based on the "Practical Guidelines on Cooperation with Accounting Auditors" published by the Japan Audit & Supervisory Board Members Association, confirmed and reviewed the audit details and the basis for calculating the estimated compensation. As a result, the Audit & Supervisory Board consented to the compensation amount in accordance with Article 399, Paragraph 1 of the Companies Act.

3. In addition to the above, a supplemental fee of ¥3 million was paid for the previous fiscal year's audit.

(3) Policy on Dismissal or Non-Reappointment of the Accounting Auditor

The Audit & Supervisory Board will decide on the content of proposals for dismissal or non-reappointment of the accounting auditor to be submitted to the General Meeting of Shareholders if it determines that there is a need, such as when the accounting auditor's execution of duties is deemed to be impaired.

Additionally, if the Audit & Supervisory Board determines that the accounting auditor falls under any of the items stipulated in Article 340, Paragraph 1 of the Companies Act, it may dismiss the accounting auditor with the unanimous consent of all Audit & Supervisory Board Members. In such a case, the Audit & Supervisory Board Member appointed by the Audit & Supervisory Board will report the dismissal and the reasons for it at the first General Meeting of Shareholders convened after the dismissal.

## 6. System to Ensure Compliance with Laws, Regulations, and Articles of Incorporation in the Execution of Directors' Duties and System to Ensure the Properness of Business Operations, Including Operational Status of the System

(1) Basic Policy for the Internal Control System

In accordance with the Companies Act and its Enforcement Regulations, the Company established a basic policy for ensuring the appropriateness of business operations, as resolved at the Board of Directors meeting held in July 2015. Based on this policy, the Company has built a system centered around the Audit & Supervisory Board Members and internal audit staff to ensure the effective functioning of its internal control system.

To ensure the properness of subsidiary operations, the Company monitors their management status in accordance with the Affiliated Company Management Regulations and Insider Trading Regulations, and shares information at regular or as-needed Group Management Meetings. The key points of the basic policy are as follows:

A. System to Ensure Compliance with Laws, Regulations, and Articles of Incorporation in Directors' Duties

- The Company establishes Compliance Regulations and other internal rules to ensure that directors' duties comply with laws, regulations, and the Articles of Incorporation, and to maintain the appropriateness of operations.
- Directors promptly report to the Board of Directors upon discovering significant legal violations, compliance violations, or other critical issues concerning the Company or its subsidiaries.
- Audit & Supervisory Board Members audit the execution of directors' duties in accordance with the Audit & Supervisory Board Member Audit Regulations.
- The Company establishes a Whistleblower Protection Regulation and sets up an internal reporting system as a mechanism to report violations of laws, regulations, or internal rules. The Company and its subsidiaries ensure that whistleblowers are not subjected to dismissal or any other disadvantageous treatment.

B. System for Retaining and Managing Information Related to Directors' Duties

- The Company prepares documents and maintains an information management system in accordance with laws, regulations, and internal rules such as the Document Management Regulations, Personal Information Handling Regulations, and Information Security Management Regulations. Directors and Audit & Supervisory Board Members may access this information as necessary.

C. Rules and Systems for Risk Management

- The Company establishes a Risk Management Committee in accordance with the Risk Management Regulations, to oversee cross-sectional risk management activities for the Group.
- Regular reporting on operational execution and risk conditions within the Company and its subsidiaries is conducted at Management Strategy Meetings and other forums.
- The Internal Audit Department audits the implementation status of risk management in the Company and its subsidiaries based on the Internal Audit Regulations.

D. System to Ensure Efficient Execution of Directors' Duties

- To enhance management efficiency and clarify responsibilities, the Company has introduced an Executive Officer System in accordance with the Executive Officer Regulations.
- The Board of Directors convenes at least once a month to make key decisions and monitor the execution of duties by directors and executive officers.
- For operations determined by the Board of Directors, the Company ensures clarity of responsibility and efficiency through the Division of Duties Regulations and Authority Regulations.
- To support efficient execution of duties, the Company holds Management Strategy Meetings at least once a month to discuss key management matters.

E. System to Ensure Compliance with Laws, Regulations, and the Articles of Incorporation in the Execution of Employees' Duties

- The Company has established Compliance Regulations as a code of conduct that must be adhered to in performing duties and ensures all officers and employees are thoroughly informed.
- The Company has established an Internal Reporting System based on the Whistleblower Protection Regulation to prevent misconduct.
- The Internal Audit Department conducts audits based on internal regulations to verify compliance with laws, the Articles of Incorporation, and internal rules in employees' duties at both the Company and its subsidiaries.

F. System to Ensure Proper Business Operations within the Corporate Group

- To ensure unified decision-making and proper operations based on the Group's business strategies, the Company has established Affiliated Company Management Regulations to clarify management responsibilities.
- Significant matters in the execution of subsidiaries' operations are executed only after obtaining prior approval from decision-making bodies such as the Company's Board of Directors. Important facts arising during subsidiaries' operations are reported to the Company and relevant departments at regular or ad hoc Group Management Meetings.
- The Internal Audit Department conducts regular audits of subsidiaries.

G. Matters Related to Employees Assisting Audit & Supervisory Board Members and Their Independence from Directors

- Audit & Supervisory Board Members may appoint employees of the Company as assistants.
- Appointments, dismissals, personnel transfers, and wage revisions of these assistants are determined by the Board of Directors with the consent of the Audit & Supervisory Board, ensuring their independence from directors.
- Assistants to Audit & Supervisory Board Members do not concurrently hold positions related to the execution of operations.

H. System for Reporting to Audit & Supervisory Board Members by Directors, Executive Officers, and Employees, and Other Related Reporting Systems

- Directors, executive officers, and employees of the Company Group must promptly report to the Company's Audit & Supervisory Board Members upon discovering facts that violate laws or pose a significant risk of harm to the Company. They must also promptly report when requested by the Audit & Supervisory Board Members regarding matters related to business execution.
- The Company Group has established a system to ensure that individuals who report to the Audit & Supervisory Board Members are not subjected to disadvantageous treatment due to their reporting.

I. System to Ensure Effective Audits by Audit & Supervisory Board Members

- Audit & Supervisory Board Members attend the Group's Board of Directors meetings, Management Strategy Meetings, and other critical management meetings to understand significant decisions and the status of business execution. They may also express their opinions.
- The Representative Director holds regular discussions with Audit & Supervisory Board Members to exchange views.
- Audit & Supervisory Board Members are briefed on the annual plans for internal audits conducted by the Internal Audit Department and may request modifications. They also receive reports on the status of internal audits and may request additional audits or the formulation of business improvement measures if necessary.
- Audit & Supervisory Board Members receive explanations from the accounting auditor regarding accounting matters as needed, exchange opinions, and coordinate to ensure efficient audits.

(2) Overview of the Operational Status of the Internal Control System

The Company and its subsidiaries (hereafter referred to as the "Group") regularly inspect and strive to ensure the effective operation of the internal control system established based on the resolutions described above. The key activities during the fiscal year are outlined below:

A. Compliance Initiatives

- Based on regulations for information management, insider trading prevention, and other policies, the Group conducted compliance education for officers and employees to ensure understanding and adherence.
- The Group Management Strategy Meeting reviewed compliance status, identified risks, and determined countermeasures based on information collected by the Company's administrative divisions and subsidiaries. The resulting measures and their implementation status were reported to the Board of Directors.
- Internal audits were conducted by the Internal Audit Department, which directly reports to the Representative Director, President, and CFO. The findings were reported to the President and the Board of Directors.

B. Efforts to Ensure Properness and Efficiency in Duty Execution

- During the fiscal year, the Board of Directors convened 18 times to resolve matters specified by laws and the Articles of Incorporation. Additionally, it made decisions on management philosophy, corporate governance, and other key matters that could significantly impact consolidated performance and the Group's reputation.
- Weekly Management Strategy Meetings were held to monitor the execution status of each business division. These meetings also discussed significant matters delegated by the Board of Directors, allowing the President to make agile decisions.
- At the Management Strategy Meetings and Board of Directors meetings, the Group's monthly performance was reported, and progress toward management goals, operational challenges, and countermeasures were reviewed and discussed.

C. Audit & Supervisory Board System

- To ensure effective reporting to Audit & Supervisory Board Members, they were provided opportunities to attend key meetings, where they received reports and information.
- The Audit & Supervisory Board Members regularly held information-sharing meetings with subsidiary auditors or directors in charge of audits, the Company's Internal Audit Department, and the accounting auditors. They also received reports from the Company's executive officers on performance, business operations, and internal control status, thereby enhancing audit effectiveness.
- Regular opinion exchange meetings were held between the Representative Director, President, and CFO and the Audit & Supervisory Board Members.
- To support the duties of the Audit & Supervisory Board, the Company assigned one staff member specifically to assist the Audit & Supervisory Board Members. Independence was ensured by respecting the Audit & Supervisory Board's opinions in matters of appointment, transfer, evaluation, and disciplinary actions concerning the staff member.

## 7. Policy on Decisions Regarding Dividends of Surplus

The Company views the return of profits to shareholders, including dividends, as a key management priority. The basic policy is to provide stable dividends while maintaining internal reserves to strengthen the Company's financial position, reinforce its management foundation, and prepare for funding needs related to long-term investments.

Although the Company is authorized to distribute dividends of surplus twice annually—an interim dividend and a year-end dividend—it currently only distributes year-end dividends. The Board of Directors is the decision-making body for dividend distributions.

In the previous fiscal year, the Company emphasized shareholder returns by distributing a dividend of ¥10.00 per share. Dividends of surplus are determined based on consolidated profits, targeting a consolidated dividend payout ratio of approximately 20%. While prioritizing internal reserves to support proactive business expansion, the Company aims to allocate profits in line with performance, balancing strong profit growth and attractive dividends.

For the current fiscal year, after comprehensively considering shareholder returns, financial strengthening, and other factors, the Company resolved to distribute an annual dividend of ¥10.00 per share as of September 30, based on the above policy and projected profit levels.

# Consolidated Statement of Financial Position

(As of September 30, 2024)

(Unit: Millions of Yen)

| Category | Amount | Category | Amount |
|---|---|---|---|
| Assets | | Liabilities | |
| Current Assets | 20,887 | Current Liabilities | 11,363 |
| Cash and Cash Equivalents | 9,647 | Trade and Other Payables | 5,068 |
| Trade and Other Receivables | 2,611 | Interest-Bearing Debt | 1,632 |
| Other Financial Assets | 6,077 | Other Financial Liabilities | 169 |
| Inventories | 57 | Lease Liabilities | 82 |
| Other Current Assets | 2,493 | Accrued Corporate Income Taxes | 247 |
| Non-Current Assets | 7,915 | Other Current Liabilities | 4,162 |
| Tangible Fixed Assets | 400 | Non-Current Liabilities | 2,708 |
| Right-of-Use Assets | 1,027 | Interest-Bearing Debt | 1,624 |
| Goodwill | 1,415 | Lease Liabilities | 996 |
| Intangible Assets | 1,304 | Other Financial Liabilities | 5 |
| Investments Accounted for Using the Equity Method | 1,036 | Provisions | 61 |
| Other Financial Assets | 2,307 | Deferred Tax Liabilities | 0 |
| Other Non-Current Assets | 14 | Other Non-Current Liabilities | 18 |
| Deferred Tax Assets | 408 | Total Liabilities | 14,071 |
| | | Equity | |
| | | Equity Attributable to Owners of the Parent | 13,728 |
| | | Share Capital | 1,789 |
| | | Capital Surplus | 4,000 |
| | | Retained Earnings | 8,178 |
| | | Treasury Stock | △0 |
| | | Other Components of Equity | △238 |
| | | Non-Controlling Interests | 1,003 |
| | | Total Equity | 14,731 |
| Total Assets | 28,803 | Total Liabilities and Equity | 28,803 |

# Consolidated Statement of Income

(From October 1, 2023, to September 30, 2024)

(Unit: Millions of Yen)

| Category | Amount |
|---|---|
| Revenue | 26,571 |
| Cost of Sales | △11,040 |
| Gross Profit | 15,530 |
| Selling, General, and Administrative Expenses | △12,000 |
| Investment Gains and Losses | △497 |
| Share of Losses from Investments Accounted for Using the Equity Method | △21 |
| Other Income | 118 |
| Other Expenses | △761 |
| Operating Profit | 2,368 |
| Financial Income | 62 |
| Financial Expenses | △521 |
| Profit Before Income Taxes | 1,910 |
| Income Tax Expense | 133 |
| Profit for the Year | 2,043 |
| Attribution of Profit for the Year | |
| Parent Company Owners | 2,013 |
| Non-Controlling Interests | 29 |

# Consolidated Statement of Changes in Equity

(From October 1, 2023, to September 30, 2024)

(Unit: Millions of Yen)

| | Equity Attributable to Owners of the Parent | | | | | | Non-Controlling Interests | Total Equity |
|---|---|---|---|---|---|---|---|---|
| | Share Capital | Capital Surplus | Retained Earnings | Treasury Stock | Other Components of Equity | Total | | |
| Balance at Beginning of the Period | 1,782 | 3,982 | 6,387 | △0 | 187 | 12,340 | 947 | 13,287 |
| Profit for the Period | – | – | 2,013 | – | – | 2,013 | 29 | 2,043 |
| Other Comprehensive Income | – | – | – | – | △415 | △415 | △24 | △440 |
| Comprehensive Income for the Period | – | – | 2,013 | – | △415 | 1,598 | 4 | 1,602 |
| Dividends | – | – | △223 | – | – | △223 | – | △223 |
| Issuance of New Shares | 6 | 6 | – | – | – | 13 | – | 13 |
| Changes in Ownership Interests in Subsidiaries Without Loss of Control | – | 10 | – | – | – | 10 | 51 | 61 |
| Acquisition of Treasury Stock | – | – | – | – | – | – | – | – |
| Increase (Decrease) Due to Transfers and Other Changes | – | – | – | – | △10 | △10 | – | △10 |
| Total Transactions with Owners | 6 | 17 | △223 | – | △10 | △210 | 51 | △158 |
| Balance at End of the Period | 1,789 | 4,000 | 8,178 | △0 | △238 | 13,728 | 1,003 | 14,731 |

# Consolidated Notes

**(Notes on Important Matters as the Basis for Preparing Consolidated Financial Statements)**

1. Basis for Preparing Consolidated Financial Statements

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) pursuant to Article 120, Paragraph 1 of the Regulation on Corporate Accounting. Certain disclosures required under IFRS are omitted as allowed by the latter part of the same paragraph.

2. Scope of Consolidation

Number of Consolidated Subsidiaries: 13

Key Consolidated Subsidiaries:

EVOLABLE ASIA CO.,LTD
Magmag Inc.
Ns Enterprise Inc.
Inbound Platform Inc.
Kanzashi Inc.
GROWTH Inc.

Changes in Consolidated Subsidiaries:

Newly Consolidated Subsidiary During the Fiscal Year:

・GROWTH Inc.: Included in consolidation following share acquisition.

Subsidiary Removed from Consolidation During the Fiscal Year:

・Airtrip International Inc.: Removed due to absorption through a merger.

(1) Key Non-Consolidated Subsidiaries

There are no significant non-consolidated subsidiaries to note.

Reason for Exclusion from Consolidation:

All non-consolidated subsidiaries are small in scale, and their total assets, revenue, net income attributable to the Company's share, and retained earnings attributable to the Company's share have no material impact on the consolidated financial statements.

3. Application of the Equity Method

(1) Number of Non-Consolidated Subsidiaries and Affiliates Accounted for Using the Equity Method and Key Companies:

Number of Affiliates Accounted for Using the Equity Method: 6

Key Companies:

・Hybrid Technologies Inc.

(2) Key Non-Consolidated Subsidiaries and Affiliates Not Accounted for Using the Equity Method:

There are no significant companies to note.

(3) Reason for Exclusion from the Equity Method:

Non-consolidated subsidiaries and affiliates excluded from the equity method are small in scale, and their net income attributable to the Company's share and retained earnings attributable to the Company's share have minimal impact on the consolidated financial statements, both individually and collectively. Therefore, they are excluded from the scope of the equity method.

4. Fiscal Year of Consolidated Subsidiaries

Among the consolidated subsidiaries, the fiscal year-end for GROWTH Inc. is April 30, while one overseas subsidiary and one domestic subsidiary have a fiscal year-end of March 31. Additionally, one domestic subsidiary has a fiscal year-end of July 31. For the preparation of consolidated financial statements, the Company uses financial statements based on interim closings conducted as of the consolidated fiscal year-end. The fiscal year-end for other consolidated subsidiaries aligns with the consolidated fiscal year-end.

5. Accounting Policies

(1) Criteria and Methods for the Valuation of Significant Assets and Liabilities

①Financial Instruments

The Group applies IFRS 9 "Financial Instruments" (revised in July 2014). Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instruments.

Non-derivative financial assets

The Group recognizes and derecognizes all purchases and sales of non-derivative financial assets on the trade date as a general rule. A regular way purchase or sale refers to a transaction under a contract that requires delivery of the asset within a timeframe established by regulation or market convention.

A. Classification and Measurement of Non-Derivative Financial Assets

The Group measures all non-derivative financial assets at fair value upon initial recognition and classifies them as:

1. Financial Assets Measured at Amortized Cost
2. Financial Assets Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
3. Financial Assets Measured at Fair Value Through Profit or Loss (FVTPL)

ａ. Financial Assets Measured at Amortized Cost

Financial assets are classified into this category if they meet the following conditions:

・The assets are held within a business model whose objective is to collect contractual cash flows.

・The contractual terms give rise to cash flows on specified dates that consist solely of payments of principal and interest on the outstanding principal amount.

Financial assets measured at amortized cost are initially recognized at fair value, including transaction costs directly attributable to their acquisition. Subsequent to initial recognition, they are measured at amortized cost using the effective interest method. Interest income and gains or losses on derecognition are recognized in profit or loss for the period.

ｂ. FVTOCI Financial Assets

ⅰ. Debt Instruments Measured at FVTOCI

The Group classifies debt financial assets that meet the following conditions as FVTOCI debt financial assets, measured at fair value through other comprehensive income.

・The assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling the assets.

・The contractual terms give rise to cash flows on specified dates that consist solely of payments of principal and interest on the outstanding principal amount.

or FVTOCI debt instruments, changes in fair value after initial recognition (excluding impairment losses) are recognized in Other Comprehensive Income (OCI). The cumulative amounts in OCI are reclassified to profit or loss upon derecognition. Interest income, gains or losses on derecognition, and impairment losses are recognized in profit or loss for the period.

ii. FVTOCI Equity Financial Assets

The Group designates and classifies equity financial assets measured at fair value as FVTOCI equity financial assets if it makes an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income.

FVTOCI equity financial assets are measured at fair value upon initial recognition, including transaction costs directly attributable to their acquisition. Subsequent changes in fair value are recognized as other comprehensive income and recorded as components of other equity. When the recognition of such financial assets is discontinued, the cumulative amount in other comprehensive income is immediately reclassified to retained earnings.

Dividends received from FVTOCI equity financial assets are recognized as financial income when the right to receive the dividend is established unless the dividend clearly represents a recovery of part of the asset's acquisition cost.

c. FVTPL Financial Assets

The Group classifies financial assets not classified as financial assets measured at amortized cost or as FVTOCI financial assets as FVTPL financial assets.

FVTPL financial assets are measured at fair value upon initial recognition, and subsequent changes in fair value, as well as dividend and interest income, are recognized as profit or loss for the period.

B. Impairment of Financial Assets

The Group recognizes loss allowance provisions for financial assets measured at amortized cost or FVTOCI debt financial assets based on expected credit losses.

At the end of each reporting period, the Group assesses whether the credit risk of a financial asset has significantly increased since its initial recognition. If the credit risk has significantly increased, the loss allowance is measured at an amount equal to the lifetime expected credit losses. If the credit risk has not significantly increased, the allowance is measured at an amount equal to the 12-month expected credit losses. Whether credit risk has significantly increased is estimated using methods that reflect changes in credit information and delinquency data.

For trade receivables that do not contain a significant financing component, the Group measures the loss allowance at an amount equal to the lifetime expected credit losses, regardless of changes in credit risk.

C. Derecognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire or when the financial asset is transferred, and substantially all the risks and economic benefits associated with ownership of the asset are transferred.

For any interests created or retained in a transferred financial asset, the Group recognizes them as separate assets or liabilities.

Non-Derivative Financial Liabilities

A. Classification and Measurement of Non-Derivative Financial Liabilities

The Group classifies non-derivative financial liabilities as either financial liabilities measured at amortized cost or financial liabilities measured at fair value through profit or loss (FVTPL financial liabilities).

ａ. Financial Liabilities Measured at Amortized Cost

All financial liabilities are classified as financial liabilities measured at amortized cost, except for the following:

・FVTPL financial liabilities (including derivative liabilities)
・Financial guarantee contracts
・Contingent consideration recognized in a business combination

Financial liabilities measured at amortized cost are initially recognized at fair value, less transaction costs directly attributable to their issuance. Subsequently, they are measured at amortized cost using the effective interest method.

ｂ. FVTPL Financial Liabilities

FVTPL financial liabilities are initially recognized at fair value, and subsequent changes in fair value are recognized in profit or loss unless they meet the requirements for hedge accounting.

B. Derecognition

The Group derecognizes financial liabilities when the obligation has been discharged, canceled, or expired.

Offsetting of Financial Instrument

Financial assets and liabilities are offset, and the net amount is presented in the consolidated statement of financial position only when the Group has a legally enforceable right to offset the recognized amounts and intends to either settle on a net basis or realize the asset and settle the liability simultaneously

Fair Value of Financial Instruments

The fair value of financial instruments actively traded in financial markets at each reporting date is determined using quoted market prices. For financial instruments for which an active market does not exist, fair value is measured using appropriate valuation techniques.

②Inventories

Inventories, primarily consisting of merchandise, are measured at the lower of cost or net realizable value. Cost is determined using the first-in, first-out (FIFO) method. Net realizable value is calculated as the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(2) Methods of Depreciation for Significant Depreciable Assets

①Tangible Fixed Assets…Depreciation for tangible fixed assets is calculated using the straight-line method over the estimated useful lives of each component, based on the depreciable amount, which is the acquisition cost less the residual value. Depreciation methods, estimated useful lives, and residual values are reviewed at the end of each fiscal year. If changes are necessary, they are applied prospectively as changes in accounting estimates to the current and future periods.

The main estimated useful lives are as follows:

・Buildings :6 to 20 years
・Vehicles :10 years
・Tools, furniture, and fixtures:3 to 20 years

②Intangible Assets (excluding goodwill) ……For intangible assets with a determinable useful life, amortization is calculated using the straight-line method over their estimated useful lives. Amortization methods and estimated useful lives are reviewed at the end of each fiscal year. If changes are necessary, they are applied prospectively as changes in accounting estimates to the current and future periods. There are no intangible assets with an indefinite useful life.

Impairment of intangible assets is addressed under "(4) Impairment: ① Impairment of Tangible Fixed Assets and Intangible Assets."

The main estimated useful lives are as follows:

- Software : 5 years
- Customer-related assets: 3 to 5 years

③Right-of-Use Assets…Right-of-use assets are depreciated systematically over the shorter of the useful life of the asset or the lease term, starting from the lease commencement date. The lease term includes the non-cancellable period of the lease plus any periods covered by an extension option, if the lessee is reasonably certain to exercise that option, and periods covered by a termination option, if the lessee is reasonably certain not to exercise that option.

(3) Goodwill

Goodwill is presented at its acquisition cost, less any accumulated impairment losses.

Goodwill is allocated to cash-generating units (CGUs) or groups of CGUs that are expected to benefit from the synergies of the business combination. The allocation of goodwill to CGUs or groups of CGUs is determined based on the units monitored for internal management purposes and is within the scope of operating segments prior to aggregation.

Impairment of goodwill is addressed under "(4) Impairment: ② Impairment of Goodwill."

(4) Impairment

① Impairment of Tangible Fixed Assets, Right-of-Use Assets, and Intangible Assets

The Group assesses at the reporting date whether there are indications of impairment for tangible fixed assets, right-of-use assets, and intangible assets with a definite useful life. If such indications are identified, an impairment test is conducted based on the recoverable amount of the relevant assets. For intangible assets with an indefinite useful life and intangible assets not yet available for use, an impairment test is conducted at least annually or whenever indications of impairment arise, regardless of whether any impairment indicators exist.

The recoverable amount is measured as the higher of fair value less costs of disposal and value in use. Value in use is calculated by discounting estimated future cash flows to their present value using a pre-tax discount rate that reflects the time value of money and the specific risks of the asset.

If the recoverable amount of an individual asset or cash-generating unit (CGU) is lower than its carrying amount, the carrying amount is reduced to the recoverable amount, and an impairment loss is recognized in profit or loss.

For tangible fixed assets, right-of-use assets, and intangible assets previously impaired, the Group evaluates at the reporting date whether there are indications of potential reversal of impairment. If such indications are present and the recoverable amount exceeds the carrying amount, the impairment loss is reversed up to the lower of the recoverable amount or the carrying amount that would have been determined had no impairment loss been recognized, adjusted for depreciation or amortization.

② Impairment of Goodwill

The Group performs impairment tests on goodwill at a specific point during each fiscal year or whenever there are indications of impairment for the CGUs or groups of CGUs to which the goodwill is allocated.

If the recoverable amount of a CGU or group of CGUs is lower than its carrying amount, the difference is recognized as an impairment loss in profit or loss. Impairment losses are first applied to reduce the carrying amount of goodwill allocated to the CGU or group of CGUs, and any remaining amount is then proportionally allocated to other assets within the CGU or group of CGUs based on their carrying amounts.

Impairment losses on goodwill are recognized in profit or loss and are not reversed in subsequent periods.

(5) Criteria for Recognizing Significant Provisions

The Group recognizes provisions when it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the obligation's amount can be made.

If the time value of money is material, the provision is measured at the present value of the estimated expenditures required to settle the obligation. The present value is calculated using a pre-tax discount rate that reflects the time value of money and the specific risks of the liability.

The Group mainly recognizes provisions for asset retirement obligations. Asset retirement obligations are recognized for restoration obligations arising under lease agreements for office spaces used by the Group. These amounts are estimated based on past experience and third-party evaluations and are recorded as the expected costs to be paid in the future. The outflows related to restoration expenses are typically expected to occur more than a year later but are subject to changes depending on future business plans.

(6) Revenue Recognition

The Group recognizes revenue from contracts with customers by applying the following steps (excluding interest, dividend income, and lease income recognized under IFRS 9 “Financial Instruments” and IFRS 16 “Leases”):

Step1: Identify the contract with a customer.

Step2: Identify the performance obligations in the contract.

Step3: Determine the transaction price.

Step4: Allocate the transaction price to the performance obligations in the contract.

Step5: Recognize revenue when (or as) the performance obligations are satisfied.

The Group identifies distinct services included in contracts with customers and treats them as the unit of account for identifying performance obligations.

When identifying performance obligations, the Group evaluates whether it is acting as a principal or an agent. If the nature of the Group’s promise is to provide the specified service itself, it acts as a principal, and revenue is presented on a gross basis in the consolidated statement of profit or loss. Conversely, if the nature of the promise is to arrange for the services to be provided by another party, the Group acts as an agent, and revenue is presented on a net basis, reflecting commission, fee, or the net amount of consideration.

The transaction price represents the amount of consideration the Group expects to be entitled to in exchange for transferring promised services to customers. If the amount of consideration is variable at the time of revenue recognition, it is reasonably estimated based on formulas or other mechanisms specified in the contract. However, variable consideration is excluded from the transaction price if the uncertainty is high or reasonable estimates cannot be made. The transaction price is reviewed and adjusted when uncertainty decreases and reasonable estimates become feasible.

Our Group recognizes major revenue streams as follows:

① Commission Income from Online Sales

The Group acts as an agent to arrange and provide travel products such as airline tickets to customers, earning sales commissions and other fees. Since these services involve fulfilling the obligation of arranging for services to be provided by other parties, revenue is recognized on a net basis.

Sales commissions and similar income are recognized as revenue at the time of ticket issuance, as this is deemed the point at which the performance obligation to the customer is satisfied. For contracts involving variable consideration, such as rebates or retrospective discounts, the transaction price is determined using the most likely amount method based on past experience, ensuring that significant differences between estimates and actual results do not occur.

For sales involving customer loyalty programs that provide points at the time of purchase, the fair value of the points is estimated and deducted from recognized revenue.

② Package Income from Online Sales (Air Tickets + Hotels, etc.)

The Group provides services by arranging and offering combined packages of airline tickets and hotels, recognizing revenue on a gross basis. Performance obligations are considered satisfied upon the completion of the travel, and revenue is recognized based on the return date.

③ Revenue from Offshore Services

The Group provides offshore development services, earning labor service fees from customers. Revenue from offshore services is recognized based on the actual work performed during the service provision period.

④ Revenue from Investment Business

The Group generates capital gains and income gains through investments aimed at developing and revitalizing investee companies. Revenue from investment activities is recognized by initially measuring investments (financial assets) at fair value, and subsequent changes in fair value are recognized as investment gains or losses. Additionally, revenue is recognized at the time of investment disposal based on the disposal price.

The Group does not anticipate contracts where the period between the transfer of services to the customer and the customer's payment exceeds one year. Therefore, adjustments for the time value of money in the transaction price are not applied.

(7) Basis for Translation of Foreign Currency-Denominated Assets and Liabilities into Japanese Yen

The Group' s consolidated financial statements are prepared based on the financial statements of each entity using its respective functional currency.

① Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency of each Group entity using the spot exchange rate on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate prevailing at the balance sheet date. Non-monetary items measured at historical cost in foreign currencies are translated at the exchange rate on the transaction date. Non-monetary items measured at fair value in foreign currencies are translated using the spot exchange rate on the date the fair value is measured. Any exchange differences arising from these translations and settlements are recognized in profit or loss for the period. However, for equity financial assets for which changes in fair value after acquisition are recognized in other comprehensive income, exchange differences are recorded in other comprehensive income.

② Financial Statements of Overseas Operations

Assets and liabilities of overseas operations are translated at the spot exchange rate prevailing on the balance sheet date. Revenues and expenses are translated at the average exchange rate for the period unless the exchange rate fluctuates significantly during the period. Exchange differences arising from the translation of financial statements of overseas operations are recognized in other comprehensive income. If an overseas operation is disposed of, the cumulative translation differences related to that operation are recognized as profit or loss upon disposal.

**(Changes in Accounting Policies)**

The significant accounting policies applied in the preparation of these consolidated financial statements are consistent with those applied in the previous fiscal year's consolidated financial statements, except as noted below.

Corporate Income Tax

The Group has applied the amended IAS 12, "Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction," starting from this fiscal year. This application does not have a significant impact on the consolidated financial statements for the current fiscal year.

**(Notes on Accounting Estimates)**

In preparing the consolidated financial statements in compliance with IFRS, management is required to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates due to their inherent nature.

Estimates and the underlying assumptions are reviewed on an ongoing basis. The effects of revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects both current and future periods.

While the assumptions above are determined based on management's best estimates, they may be affected by changes in uncertain future economic conditions. If assumptions require revision, this may impact the consolidated financial statements for the subsequent fiscal year.

Key judgments and estimates made by management that have a significant impact on the amounts presented in the consolidated financial statements are as follows:

(1) Impairment of Financial Assets

①Amounts Recognized in the Consolidated Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Trade and Other Receivables | 2,611 |
| Other Financial Assets (Current) | 6,077 |
| Other Financial Assets (Non-current) | 2,307 |

②Information on Key Accounting Estimates Related to Identified Items

The method of calculating amounts is consistent with the details described in "Notes on Significant Matters Related to the Preparation of Consolidated Financial Statements: 5. Accounting Policies, (1) Basis of Measurement and Methods of Evaluation for Significant Assets and Liabilities."

(2) Impairment of Non-Financial Assets

①Amounts Recognized in the Consolidated Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Impairment Loss (Note) | 102 |
| Property, Plant, and Equipment | 19 |
| Goodwill | 10 |
| Intangible Assets | 73 |

(Note) Impairment losses are included in "Other Expenses" in the Consolidated Statement of Profit or Loss.

②Information on Key Accounting Estimates Related to Identified Items

The method of calculating amounts is consistent with the details described in "Notes on Significant Matters Related to the Preparation of Consolidated Financial Statements: 5. Accounting Policies, (4) Impairment."

(3) Evaluation of Goodwill

①Amounts Recognized in the Consolidated Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Goodwill | 1,415 |

②Information on Key Accounting Estimates Related to Identified Items
The method of calculating amounts is consistent with the details described in "Notes on Significant Matters Related to the Preparation of Consolidated Financial Statements: 5. Accounting Policies, (3) Goodwill."

(4) Recoverability of Deferred Tax Assets
①Amounts Recognized in the Consolidated Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Deferred Tax Assets | 408 |

②Information on Key Accounting Estimates Related to Identified Items
Deferred tax assets are calculated based on the timing and amounts of future taxable income expected to arise from deductible temporary differences, unused tax credits carried forward, and tax loss carryforwards.

**(Notes on the Consolidated Statement of Financial Position)**

1 Allowance for Doubtful Accounts Directly Deducted from Assets: 648 million yen

2 Accumulated Depreciation of Property, Plant, and Equipment: 907 million yen

(Note: The accumulated depreciation includes accumulated impairment losses.)

3 Pledged Assets:

(1) Assets Pledged as Collateral (Carrying Amount):

Cash and Deposits: 30 million yen

(Note: The above cash and deposits are pledged as collateral for borrowings from financial institutions.)

(2) Liabilities Related to Collateral (Carrying Amount):

Long-term Borrowings(including the portion of long-term borrowings due within one year): 24 million yen

**(Notes on the Consolidated Statement of Changes in Equity)**

1. Types and Total Number of Issued Shares (Unit: Shares)

| Type of Shares | Beginning of the Fiscal Year | Increase | Decrease | End of the Fiscal Year |
|---|---|---|---|---|
| Common Shares | 22,373,865 | 16,900 | – | 22,390,765 |
| Total | 22,373,865 | 16,900 | – | 22,390,765 |

(Reason for Change)

The breakdown of the increase is as follows:

The issuance of 16,900 new shares due to the exercise of stock acquisition rights.

2. Details of Dividends

(1) Dividends Resolved by the Board of Directors on November 29, 2023

① Total Amount of Dividends: 223 million yen
② Dividend per Share: 10 yen
③ Record Date: September 30, 2023
④ Effective Date: December 25, 2023

(2) Dividends with a Record Date Belonging to the Current Fiscal Year but with an Effective Date in the Next Fiscal Year

Resolution by the Board of Directors on November 26, 2024:

① Total Amount of Dividends: 223 million yen
② Dividend per Share: 10 yen
③ Record Date: September 30, 2024
④ Effective Date: December 25, 2024

The source of dividends is expected to be retained earnings.

3. Types and Number of Shares Underlying Stock Acquisition Rights as of the End of the Current Consolidated Fiscal Year (Excluding Those Whose Exercise Period Has Not Yet Commenced)

(Unit: Shares)

| Stock Acquisition Rights | Type of Shares Underlying the Rights | Number of Underlying Shares |
|---|---|---|
| Third Stock Acquisition Rights | Common Stock | 26,100 |
| Fourth Stock Acquisition Rights | Common Stock | 65,700 |
| Sixth Stock Acquisition Rights | Common Stock | 900 |
| Fifteenth Stock Acquisition Rights | Common Stock | 107,900 |
| Total | | 200,600 |

**(Notes on Financial Instruments)**

1. Matters Related to the Status of Financial Instruments

(1) Capital Management

The Group manages its capital to achieve sustainable growth and maximize corporate value.

To realize sustainable growth, the Group recognizes the necessity of securing sufficient funding capacity to promptly invest in business opportunities that support growth, such as acquiring external resources, making business investments aimed at expansion, and pursuing synergies through collaboration with investee companies.

Accordingly, the Group strives to maintain financial soundness and flexibility for future business investments, while ensuring a balanced capital structure that aligns with profitability and efficient use of capital.

(2) Financial Risk Management

The Group is exposed to financial risks (credit risk, liquidity risk, foreign exchange risk, and market price fluctuation risk) in the course of its business activities. To avoid or mitigate these risks, the Group implements risk management based on specific policies. Derivatives are used to mitigate foreign exchange risk through forward exchange contracts, with a policy not to engage in speculative transactions.

(3) Market Risk Management

The Group operates in Asia and is exposed to foreign exchange risk. Additionally, through its investment activities, the Group invests in equity instruments and is subject to price fluctuation risk for such financial instruments. When acquiring external resources for business purposes or obtaining equity for investment purposes, the Group may partially fund these activities with variable interest rate financing, exposing it to interest rate risk.

① Foreign Exchange Risk

1) Management of Foreign Exchange Risk

The Group engages in foreign currency transactions and is primarily exposed to foreign exchange risk arising from fluctuations in the U.S. dollar exchange rate. To mitigate this risk, the Group may use forward exchange contracts.

2) Currency Derivatives and Hedging

The Group may use forward exchange contracts to mitigate the risks associated with future fluctuations in foreign exchange rates related to foreign currency transactions. When these contracts meet hedge accounting requirements, the Group applies hedge accounting. The Group has a policy of not engaging in derivative transactions for speculative purposes.

② Interest Rate Risk Management

When obtaining financing, the Group carefully considers the borrowing amount and terms at the time of contract execution, as well as future economic conditions. Furthermore, the Group continuously verifies the validity of the agreements after their execution to manage interest rate risk effectively.

③ Management of Price Fluctuation Risk for Equity Instruments

As part of its business strategy and investment activities, the Group holds equity instruments, such as listed shares, and is exposed to market price fluctuation risk. To manage this risk, the Group conducts ongoing monitoring of the financial condition of issuers and the market prices of these instruments.

(4) Credit Risk Management

The Group's accounts receivable and other trade receivables arising from its business activities are exposed to credit risk from customers. Additionally, the securities held by the Group are exposed to credit risk from issuers.

Before initiating continuous transactions involving receivables, the Group establishes credit limits and, when necessary, credit periods for each counterparty. These are managed by the Finance Department. The Group also conducts regular credit assessments of its business partners and, when necessary, implements protective measures such as obtaining collateral.

The Group does not have excessive exposure to concentrated credit risk from a single counterparty or a group of related counterparties.

(5) Liquidity Risk Management

The Group manages liquidity risk by regularly preparing and updating cash flow plans and maintaining readily available liquidity. The ultimate responsibility for managing liquidity risk lies with the CFO, as delegated by the Board of Directors. Under the CFO's direction, the Group's Finance Department takes the lead in maintaining appropriate levels of surplus funds, bank commitment lines, and overdraft facilities, as well as monitoring budgets and cash flows to manage liquidity risk effectively.

2. Information on the Fair Value of Financial Instruments

The book value and fair value of financial instruments at the end of the consolidated fiscal year are as follows. Financial instruments that are regularly measured at fair value are excluded from the table because their fair value matches their book value.

(Unit: million yen)

| | Amount Recognized on the Consolidated Statement of Financial Position (Book Value) | Fair Value |
|---|---|---|
| Long-term borrowings (Note) | 1,532 | 1,534 |
| Lease liabilities | 1,078 | 1,049 |

(Note) Long-term borrowings and lease liabilities include balances scheduled for repayment within one year. The fair value of long-term borrowings and lease liabilities is calculated as the present value of each liability, discounted using rates that account for the remaining maturity periods and credit risk.

## ３. Information on Fair Value Measurements of Financial Instruments Recognized on the Consolidated Statement of Financial Position

For financial instruments measured at fair value, fair value is categorized into three levels based on the observability of inputs used in the valuation techniques:

Level 1: Fair value measured using quoted prices in active markets.

Level 2: Fair value calculated using observable prices other than those in Level 1, either directly or indirectly.

Level 3: Fair value calculated using valuation techniques that include inputs not based on observable market data.

When multiple inputs are used in the fair value measurement, the overall fair value level is determined based on the lowest significant level of input used. Transfers between levels in the fair value hierarchy are recognized at the end of each fiscal year. There were no transfers between Level 1 and Level 2 or between Level 2 and Level 3 during the current consolidated fiscal year.

Financial Instruments Measured at Fair Value

The fair value hierarchy for financial instruments measured at fair value is as follows:

(Unit: Million Yen)

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Financial Assets | | | | |
| Measured at fair value through profit or loss | | | | |
| Equity financial instruments | 973 | | 4,728 | 5,702 |
| Measured at fair value through other comprehensive income | | | | |
| Equity financial instruments | 1,329 | | 93 | 1,423 |
| Others | | | 0 | 0 |
| Total | 2,303 | | 4,822 | 7,126 |

The fair value of marketable securities classified as Level 1 is based on unadjusted published prices in active markets for identical assets or liabilities.

The valuation of derivative financial instruments classified as Level 2 is calculated based on observable inputs such as prices provided by financial institutions involved in the transactions.

The fair value of unlisted equity securities classified as Level 3, for which published prices in active markets are not available, is primarily measured using transaction comparison methods and discounted cash flow methods based on the most recent financing data reasonably available.

Significant unobservable inputs include discount rates and profit levels derived from the projected revenue growth rate or perpetual growth rate of the investee at future points in time. An increase (decrease) in the discount rate decreases (increases) the fair value, while an improvement (deterioration) in the future profit levels of the investee increases (decreases) the fair value. When using the transaction comparison method, assumptions such as the type of shares, transaction terms, transaction scale, and the relationship between issuer and investor are taken into account to confirm that the most recent transaction value represents fair value.

The fair value of unlisted equity securities is measured quarterly by the Group’s responsible division using the most recent data available, in accordance with the Group’s accounting policies. These measurements, along with the rationale for any changes in fair value, are reported to management. Additionally, the evaluation of fair value includes the use of external valuation agencies.

The changes in financial instruments classified as Level 3 from the beginning to the end of the reporting period are as follows.

(Unit: ¥ million)

| | |
|---|---|
| Beginning Balance | 5,281 |
| Gains (Losses) | △1,092 |
| Purchases | 1,376 |
| Sales | △405 |
| Transfers to Level 1 due to Listing | △337 |
| Other Changes | - |
| Ending Balance | 4,822 |

(Note) Gains or losses related to financial assets measured at fair value through profit or loss as of each reporting period's end are recorded under "Investment Gains or Losses" in the consolidated statement of profit or loss.

**(Notes on Revenue Recognition)**

(1) Disaggregation of Revenue

Our Group comprises three business units: Online Travel Business, IT Offshore Development Business, and Investment Business. Revenue by geographic area, reflecting where business activities occur, is used as the basis for segmentation. This approach aligns with how the Board of Directors regularly evaluates resource allocation decisions and performance. Revenue generated from these services is recognized in accordance with contracts established with client companies.

The relationship between disaggregated revenue and segment revenue is as follows:

(Unit: ¥ million)

| | Online Travel Business | IT Offshore Development Business | Investment Business | Other | Total |
|---|---|---|---|---|---|
| Japan | 24,530 | 19 | 1,792 | - | 26,342 |
| Vietnam | - | 134 | - | - | 134 |
| Other | 93 | - | - | - | 93 |
| Total | 24,624 | 154 | 1,792 | - | 26,571 |

For the Online Travel Business, the price for services is determined at the start of transactions with each customer. Some transactions include rebates tied to transaction volume over a specified period. These variable consideration amounts are adjusted in the transaction price based on contractual terms. Such adjustments are included in the transaction price only when it is highly probable that no significant reversal of cumulative revenue will occur.

During the current consolidated fiscal year, revenue recognized from performance obligations satisfied in previous periods is immaterial.

(2) Liabilities Arising from Contracts with Customers

(Unit: ¥ million)

| | |
|---|---|
| Advance Payments | 3,185 |
| Other | 426 |
| Total | 3,612 |

(Note 1) The balance of advance payments at the beginning of the current consolidated fiscal year was entirely recognized as revenue during the year.
(Note 2) For services involving the arrangement and provision of travel products where performance obligations had not yet been fulfilled as of the fiscal year-end, the consideration is recorded as advance payments.
(Note 3) "Other" refers to contract liabilities under the customer loyalty program.

(3) Transaction Price Allocated to Remaining Performance Obligations

Since our Group does not engage in significant individual contracts with an expected duration exceeding one year, the practical expedient is applied, and information regarding remaining performance obligations is omitted.

**(Notes on Per Share Information)**

| | |
|---|---|
| Equity Attributable to Owners of the Parent per Share | ¥610.78 |
| Basic Earnings per Share | ¥89.97 |

**(Notes on Significant Subsequent Events)**

No relevant matters to report.

**(Other Notes)**

(Business Combinations)

At a Board of Directors meeting held on February 1, 2024, our company resolved to absorb and merge with its wholly owned subsidiary, AirTrip International Inc. The merger was executed on April 1, 2024.

１. Transaction Overview
The company decided to merge with AirTrip International Inc., a wholly owned subsidiary operating the comprehensive travel platform "AirTrip," which focuses on overseas travel products. This merger aims to streamline the organization and business operations and enhance the efficiency of management resources across the Group.

２. Consideration for the Acquisition
As this was a merger between the company and its 100% subsidiary, it was a non-monetary (qualified) merger. Therefore, no consideration was received by the company for this merger.

３. Fair Value of Assets Acquired and Liabilities Assumed on the Date of the Business Combination

| | Amount(¥ million) |
|---|---|
| Cash and Cash Equivalents | 975 |
| Trade and Other Receivables | 1,037 |
| Other Financial Assets | 526 |
| Intangible Assets | 454 |
| Deferred Tax Assets | 109 |
| Other Assets | 1,369 |
| Total Assets | 4,472 |

| | Amount(¥ million) |
|---|---|
| Trade and Other Payables | 2,635 |
| Interest-Bearing Liabilities | 118 |
| Corporate Income Taxes Payable | 163 |
| Other Liabilities | 1,160 |
| Net Assets | 394 |
| Total Liabilities and Net Assets | 4,472 |

# Balance Sheet

(As of September 30, 2024)

(Unit: Million Yen)

| Category | Amount | Category | Amount |
|---|---|---|---|
| (Assets) | | (Liabilities) | |
| Current Assets | 15,204 | Current Liabilities | 9,609 |
| Cash and Deposits | 6,581 | Accounts Payable | 3,167 |
| Accounts Receivable | 2,037 | Short-Term Borrowings | 900 |
| Operational Investment Securities | 4,148 | Long-Term Borrowings Due Within One Year | 460 |
| Merchandise and Products | 9 | Bonds Payable Due Within One Year | 175 |
| Advance Payments | 1,971 | Accounts Payable-Other | 1,528 |
| Prepaid Expenses | 54 | Accrued Expenses | 97 |
| Short-Term Loans to Affiliates | 5 | Income Taxes Payable | 209 |
| Accounts Receivable-Other | 120 | Contract Liabilities | 2,862 |
| Other | 276 | Deposits Received | 44 |
| Non-Current Assets | 6,350 | Provision for Bonuses | 16 |
| Tangible Fixed Assets | 58 | Provision for Shareholder Benefits | 28 |
| Buildings | 39 | Lease Obligations | 2 |
| Tools, Furniture, and Fixtures | 19 | Other | 115 |
| Intangible Fixed Assets | 1,037 | Non-Current Liabilities | 1,263 |
| Software | 1,037 | Long-Term Borrowings | 586 |
| Investments and Other Assets | 5,254 | Bonds Payable | 637 |
| Investment Securities | 1,333 | Long-Term Deposits Received | 4 |
| Stocks of Affiliates | 2,747 | Provision for Shareholder Benefits | 18 |
| Investments in Affiliates | 9 | Provision for Affiliate Business Losses | 12 |
| Long-Term Loans to Affiliates | 288 | Other | 4 |
| Long-Term Loans Receivable | 363 | Total Liabilities | 10,873 |
| Guarantee Deposits | 266 | (Net Assets) | |
| Long-Term Accounts Receivable | 17 | Shareholders' Equity | 10,953 |
| Deferred Tax Assets | 857 | Capital Stock | 1,789 |
| Bankrupt or Rehabilitated Claims | 32 | Capital Surplus | 2,116 |
| Other | 7 | Legal Capital Surplus | 1,689 |
| Allowance for Doubtful Accounts | △668 | Other Capital Surplus | 427 |
| | | Retained Earnings | 7,047 |
| | | Other Retained Earnings | 7,047 |
| | | Retained Earnings Brought Forward | 7,047 |
| | | Treasury Stock | △0 |
| | | Valuation and Translation Adjustments | △272 |
| | | Valuation Difference on Available-for-Sale Securities | △272 |
| | | Subscription Rights to Shares | 1 |
| | | Total Net Assets | 10,682 |
| Total Assets | 21,555 | Total Liabilities and Net Assets | 21,555 |

# Income Statement

(From October 1, 2023, to September 30, 2024)

(Unit: Million Yen)

| Category | Amount | |
|---|---|---|
| Net Sales | | 19,384 |
| Cost of Sales | | 7,519 |
| Gross Profit | | 11,864 |
| Selling, General and Administrative Expenses | | 9,504 |
| Operating Profit | | 2,360 |
| Non-Operating Income | | |
| Interest Income | 5 | |
| Dividend Income | 56 | |
| Others | 33 | 95 |
| Non-Operating Expenses | | |
| Interest Expenses | 59 | |
| Provision for Allowance for Doubtful Accounts | 73 | |
| Others | 1 | 134 |
| Ordinary Profit | | 2,321 |
| Extraordinary Income | | |
| Gain on Sales of Shares of Affiliates | 10 | |
| Gain on Elimination of Cross-Held Shares | 551 | |
| Gain on Business Transfer | 46 | 608 |
| Extraordinary Losses | | |
| Valuation Loss on Shares of Affiliates | 341 | |
| Loss on Disposal of Fixed Assets | 59 | |
| Provision for Allowance for Losses on Business Operations of Affiliates | 12 | |
| Impairment Losses | 72 | |
| Loss on Debt Forgiveness | 556 | 1,042 |
| Income Before Income Taxes | | 1,887 |
| Corporate, Inhabitant, and Enterprise Taxes | 431 | |
| Deferred Income Taxes | △562 | △130 |
| Net Income for the Period | | 2,018 |

# Statement of Changes in Equity

(From October 1, 2023, to September 30, 2024)

(Unit: Million Yen)

| | Shareholders' Equity | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Capital Stock | Capital Surplus | | | Retained Earnings | | Treasury Stock | Total Shareholders' Equity |
| | | Capital Reserve | Other Capital Surplus | Total Capital Surplus | Other Retained Earnings: Retained Earnings Carried Forward | Total Retained Earnings | | |
| Beginning Balance | 1,782 | 1,682 | 427 | 2,109 | 5,252 | 5,252 | △0 | 9,144 |
| Issuance of New Shares | 6 | 6 | | 6 | | | | 13 |
| Dividends | | | | | △223 | △223 | | △223 |
| Net Income for the Period | | | | | 2,018 | 2,018 | | 2,018 |
| Acquisition of Treasury Stock | | | | | | | | |
| Changes in Items Other Than Shareholders' Equity (Net Amount) | | | | | | | | |
| Total Changes for the Period | 6 | 6 | | 6 | 1,794 | 1,794 | | 1,808 |
| Ending Balance | 1,789 | 1,689 | 427 | 2,116 | 7,047 | 7,047 | △0 | 10,953 |

| | Valuation and Translation Adjustments | | Subscription Rights to Shares | Total Net Assets |
|---|---|---|---|---|
| | Valuation Difference on Available-for-Sale Securities | Total Valuation and Translation Adjustments | | |
| Beginning Balance | 230 | 230 | 1 | 9,376 |
| Issuance of New Shares | | | | 13 |
| Dividends | | | | △223 |
| Net Income for the Period | | | | 2,018 |
| Acquisition of Treasury Stock | | | | |
| Changes in Items Other Than Shareholders' Equity (Net Amount) | △502 | △502 | △0 | △502 |
| Total Changes for the Period | △502 | △502 | △0 | 1,305 |
| Ending Balance | △272 | △272 | 1 | 10,682 |

# Individual Notes Table

**(Notes on Significant Accounting Policies)**

1. Basis and Methods for Asset Valuation

(1) Basis and Methods for Valuation of Securities

Other Securities (Including Operating Investment Securities)

| | |
|---|---|
| For securities other than non-marketable stocks | ……Fair Value Method (Valuation differences are treated using the comprehensive income inclusion method, and the cost of sales is calculated using the moving average method.) |
| Non-Marketable Stocks | ……Cost Method Using Moving Average |

(2) Basis and Methods for Valuation of Inventories

| | |
|---|---|
| Merchandise | ……………Cost Method Using First-In, First-Out Method (For balance sheet values, write-downs are made based on reduced profitability.) |

2. Methods for Depreciation of Fixed Assets

(1) Tangible Fixed Assets……Declining Balance Method is applied. However, for building fixtures and structures acquired on or after April 1, 2016, the Straight-Line Method is adopted.

The main useful lives are as follows:

| | |
|---|---|
| Buildings | 3 to 15 years |
| Tools, Furniture, and Fixtures | 3 to 20 years |

For assets related to finance lease transactions without transfer of ownership, the useful life is set as the lease period, with a residual value of zero, using the Straight-Line Method.

(2) Intangible Fixed Assets……Straight-Line Method is applied. The main amortization period is as follows:。

Software for Internal Use

5 years (corresponding to the usable period within the company)

3. Standards for Translating Foreign-Currency Assets and Liabilities into Japanese Yen

Foreign-currency monetary receivables and payables are translated into yen at the spot exchange rate on the balance sheet date, and any resulting translation differences are recognized in profit or loss.

4. Basis for Recognizing Revenue and Expenses

Revenue is recognized by applying the following steps to contracts with customers:

Step 1: Identify the contract with the customer.

Step 2: Identify the performance obligations within the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

Step 5: Recognize revenue when (or as) the performance obligations are satisfied.

The company recognizes its primary revenues as follows:

① Commission Revenue from Online Sales

The company earns commission revenue from arranging and providing travel-related products, such as airline tickets, as an agent. As the obligation to arrange services provided by third parties constitutes a performance obligation, revenue is recognized on a net basis.

Revenue from commissions is recognized at the time airline tickets are issued, when it is determined that the performance obligation to the customer has been fulfilled. For contracts involving variable consideration, such as rebates and post-sale discounts, the transaction price is determined using the most likely amount method based on past experience, provided there are no significant differences between estimates and actual results.

② Package Revenue from Online Sales (Airline Tickets + Hotels)

The company provides services by arranging and offering packages that combine airline tickets and hotel accommodations, recognizing revenue on a gross basis. The performance obligation is deemed satisfied upon the completion of the trip, and revenue is recognized on the return date.

③ Revenue from Investment Business

The company generates capital gains and income gains by nurturing and revitalizing investment targets.

Revenue from the investment business is recognized based on the acquisition cost of the investment (financial asset) at initial recognition. Revenue from sales is recognized at the time of the investment's disposal, based on the sale value.

5. Basis for Recording Provisions

| | |
|---|---|
| (1) Allowance for Doubtful Accounts …… | To prepare for potential losses from uncollectible receivables, the company recognizes estimated uncollectible amounts based on the historical default rates for general receivables and by individually evaluating the collectibility of specific receivables with concerns about recoverability. |
| (2) Provision for Bonuses…… | To prepare for the payment of employee bonuses, the company records an amount corresponding to the expected bonus payments at the end of the fiscal year that is attributable to the current period. |
| (3) Provision for Shareholder Benefits …… | To prepare for the use of shareholder benefits, the company records the expected amount to be used in the future as of the end of the fiscal year. |
| (4) Provision for Business Losses at Affiliated Companies …… | To prepare for business losses at affiliated companies, the company records the estimated future loss burden as a provision. |

6. Method and Period for Amortizing Goodwill

Goodwill is amortized evenly over the effective period of five years.

**(Notes on Changes in Accounting Policies)**

No applicable matters.

**(Notes on Accounting Estimates)**

The following are items recorded in the financial statements for the current fiscal year, based on accounting estimates, that may have a significant impact on the financial statements for the next fiscal year:

(1) Recoverable Amounts for Operational Investment Securities and Shares of Affiliated Companies

①Amounts Recorded in the Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Operational Investment Securities | 4,148 |

②Information Regarding Key Accounting Estimates for Identified Items

For stocks and other securities with market prices or fair values, if the market value significantly declines, the fair value is used as the balance sheet amount unless it is deemed recoverable. The valuation difference is recognized as a loss in the current fiscal year.

For investments in unlisted affiliated companies or stocks without market prices, the acquisition cost is used as the balance sheet amount. However, if the issuing company's financial condition deteriorates significantly, and the real value drops substantially, an appropriate reduction is made unless there is sufficient evidence supporting recoverability. The valuation difference is recognized as a loss in the current fiscal year.

(2) Valuation of Tangible Fixed Assets and Intangible Assets

①Amounts Recorded in the Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Buildings | 39 |
| Tools, Instruments, and Equipment | 19 |
| Software | 1,037 |

②Information Regarding Key Accounting Estimates for Identified Items

The method for calculating amounts is identical to the details outlined in "Notes on Key Matters Related to Preparing Consolidated Financial Statements: 5. Accounting Policies (4) Impairment of Tangible and Intangible Assets ①."

(3) Valuation of Investments in and Loans to Affiliated Companies

①Amounts Recorded in the Financial Statements for the Current Fiscal Year

(Unit: Million Yen)

| | Current Fiscal Year |
|---|---|
| Shares of Affiliated Companies | 2,747 |
| Investments in Affiliated Companies | 9 |
| Allowance for Doubtful Accounts Related to Affiliated Companies (Note) | 635 |
| Provision for Losses on Affiliated Companies' Businesses | 12 |

(Note) The allowance for doubtful accounts related to affiliated companies is included in "Allowance for Doubtful Accounts" under "Investments and Other Assets" in the balance sheet.

②Information Regarding Key Accounting Estimates for Identified Items

The shares of affiliated companies and investments in affiliated companies held by the company are unlisted and lack market prices. If the real value, including excess earnings power, significantly decreases due to financial deterioration, appropriate reductions are made unless there is sufficient evidence to support recoverability. The valuation difference is recognized as a loss.

Additionally, as outlined in " Notes on Significant Accounting Policies: 5. Basis for Recording Provisions (1) Allowance for Doubtful Accounts," receivables from affiliated companies are evaluated for recoverability based on business plans and financial conditions. Amounts deemed unrecoverable are recorded as an allowance for doubtful accounts. Furthermore, as described in " Notes on Significant Accounting Policies: 5. Basis for Recording Provisions (4) Provision for Business Losses at Affiliated Companies," provisions are made for anticipated losses exceeding the receivables from affiliated companies to prepare for potential business losses.

If the financial condition or business performance of affiliated companies deteriorates in the next fiscal year, or if assumptions underlying projections or estimates change, additional losses on shares of affiliated companies and investments in affiliated companies may need to be recognized. Moreover, further allowances or reversals may be required for the amounts of the allowance for doubtful accounts related to affiliated companies and the provision for losses on affiliated companies' businesses

**(Notes on the Balance Sheet)**

1. Accumulated Depreciation of Tangible Fixed Assets 133 million yen

2. Collateralized Assets

(1) Assets Pledged as Collateral

Cash and Deposits 30 million yen

(Note) The above cash and deposits are pledged as collateral for borrowings from financial institutions.

(2) Liabilities Secured by Collateral (Book Value)

Long-term Borrowings (including current portion of long-term borrowings) 24 million yen

3. Guarantees

Guarantees have been provided for borrowings by Kanzashi Co., Ltd. from financial institutions, as well as for trade payables of Ns Enterprise Co., Ltd. and Giamso to their suppliers.

| | |
|---|---|
| Kanzashi Co., Ltd. | 95 million yen |
| Ns Enterprise Co., Ltd. | 70 million yen |
| Giamso | 340 million yen |

4. Monetary Claims and Obligations to Affiliated Companies (Excluding Those Separately Disclosed)

| | |
|---|---|
| Short-term Monetary Claims | 97百万円 |
| Long-term Monetary Claims | 305百万円 |
| Short-term Monetary Obligations | 723百万円 |

**(Notes on the Income Statement)**

1. Transaction Volume with Affiliated Companies

Transaction Volume from Operating Transactions

| | |
|---|---|
| Net Sales | 16 million yen |
| Cost of Goods Sold | 10,145 million yen |
| Selling, General, and Administrative Expenses | 649 million yen |

Transaction Volume from Non-Operating Transactions

| | |
|---|---|
| Non-Operating Income | 4 million yen |
| Extraordinary Loss | 556 million yen |

**(Notes on the Statement of Changes in Shareholders' Equity)**

1. Details of Treasury Shares

Number of Treasury Shares at the End of the Fiscal Year 309 common shares

**(Notes on Tax Effect Accounting)**

Breakdown of Deferred Tax Assets and Liabilities by Primary Causes

Deferred Tax Assets

| | |
|---|---|
| Loss on valuation of shares in affiliated companies | 654 million yen |
| Allowance for doubtful accounts | 204 million yen |
| Loss on valuation of operational investment securities | 97 million yen |
| Software | 86 million yen |
| Investment securities | 135 million yen |
| Unrealized gain or loss on other securities | 120 million yen |
| Tax loss carryforwards | 597 million yen |
| Others | 76 million yen |
| Subtotal for Deferred Tax Assets | 1,972 million yen |
| Valuation Allowance | △1,115 million yen |
| Total Deferred Tax Assets | 857 million yen |

## (Notes on Transactions with Related Parties)

1. Officers and Major Shareholders

| Type | Name of Company or Individual | Address | Capital or Investment (Million Yen) | Business Description or Occupation | Voting Rights Ownership (or Owned) Ratio (%) | Relationship with Related Parties | Details of Transactions | Transaction Amount (Million Yen) | Account | Year-End Balance (Million Yen) |
|---|---|---|---|---|---|---|---|---|---|---|
| Companies where Officers and Their Relatives Own a Majority of Voting Rights | Pikapaka Corporation (Note 1) | Chuo Ward, Tokyo | 398 | Corporate DX Promotion Business | (Owned) Direct 19.6% | Sale of Software (Note 2) | Sale of Software | 60 | – | – |
| | | | | | | Sale of Affiliated Company Shares (Note 3) | Sale of Affiliated Company Shares | 82 | – | – |
| | | | | | | Outsourcing of Services (Note 4) | Outsourcing of Services | 3 | Other Payables | 2 |
| | | | | | | System Usage Fees (Note 4) | System Usage Fees | 3 | – | – |

(Notes) 1. A company where Chairman of the Board Munenori Oishi owns 75.2% of the voting rights.
2. Reasonably determined through mutual consultation considering the business value.
3. Reasonably determined through mutual consultation considering the business value.
4. Conducted under general transaction terms similar to those between independent parties.

## 2. Subsidiaries and Affiliates

| Type | Name of Company | Voting Rights Ownership (or Owned) Ratio | Relationship with Related Parties | Transaction Details | Transaction Amount (Million Yen) | Account | Year-End Balance (Million Yen) |
|---|---|---|---|---|---|---|---|
| Subsidiary | N's Enterprise Co., Ltd. | (Owned) Indirect 64% | Concurrent Officer, Business Transactions, Debt Guarantee | Purchase of Airline Tickets (Note 1) | 8,864 | Accounts Payable | 250 |
| | | | | Purchase of Tours and Travel Products (Note 1) | 240 | Accounts Payable | 28 |
| | | | | Debt Guarantee (Note 3) | 70 | – | – |
| Subsidiary | Kyushu Hotel Resort Co., Ltd. | Owned) Direct 99% | Concurrent Officer | Loan of Funds (Notes 2, 4) | – | Long-Term Loans to Affiliates | 220 |
| Subsidiary | Kanzashi Co., Ltd. | (Owned) Direct 64.1% | Debt Guarantee, Collection of Accounts Receivable | Debt Guarantee (Note 3) | 95 | – | – |
| | | | | Collection of Accounts Receivable | 854 | Other Payables | 324 |
| Subsidiary | Airtrip International Co., Ltd. | (Owned) Direct 100% | Business Transactions | Purchase of Travel Products (Note 1) | 1,027 | – | – |
| | | | | Loss on Waiver of Receivables (Note 6) | 556 | – | – |
| Subsidiary | Giamso | (Owned) Direct 100% | Debt Guarantee | Debt Guarantee (Note 2) | 340 | – | – |

Transaction Terms and Policies for Determining Transaction Terms

(Note)1. The sales and procurement of airline tickets, tours, and travel products are determined under general transaction conditions.

2. Loan terms are determined by considering market interest rates.

3. The company has provided guarantees for procurement liabilities, such as those to suppliers of related companies. No guarantee fees are received.

4. or loans to Kyushu Hotel Resort Co., Ltd., a total allowance for doubtful accounts of 220 million yen has been recorded.

5. Transaction amounts do not include consumption tax, while year-end balances include consumption tax.

6. This represents a loss on the waiver of receivables due to the merger with AirTrip International Co., Ltd.

**(Notes on Revenue Recognition)**

The fundamental information used to recognize revenue is the same as described in Consolidated Notes, "5. Accounting Policies (6) Revenue Recognition." Therefore, this information has been omitted.

**(Notes on Per Share Information)**

| | |
|---|---|
| Net Assets per Share | ¥477.03 |
| Net Income per Share | ¥90.15 |

**(Notes on Significant Subsequent Events)**

There are no applicable matters to report.

# Independent Auditor’s Report

November 26, 2024

AirTrip Corporation
To the Board of Directors

BDO Sanyu & Co.
Tokyo Office

| | | |
|---|---|---|
| Designated Partner<br>Engagement Partner | Certified Public Accountant | Kiichi Yonebayashi |
| Designated Partner<br>Engagement Partner | Certified Public Accountant | Hirofumi Kawamura |
| Designated Partner<br>Engagement Partner | Certified Public Accountant | Koichiro Nakanishi |

Audit Opinion

We have audited the consolidated financial statements of AirTrip Corporation for the fiscal year from October 1, 2023, to September 30, 2024, in accordance with the provisions of Article 444, Paragraph 4 of the Companies Act. These financial statements include the consolidated statement of financial position, consolidated income statement, consolidated statement of changes in equity, and consolidated notes.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the AirTrip Group, consisting of AirTrip Corporation and its consolidated subsidiaries, for the relevant fiscal year in conformity with accounting standards that omit certain disclosure requirements as defined under Article 120, Paragraph 1 (final clause) of the Regulation on Corporate Accounting and specified international accounting standards.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the section "Responsibilities of the Auditor in Auditing the Consolidated Financial Statements."

We are independent of the company and its subsidiaries in accordance with Japan’s ethical requirements and have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Other information consists of the business report and its supporting schedules. The responsibility for preparing and disclosing this other information lies with management. The role of the Audit & Supervisory Board and its members is to oversee the performance of directors’ duties, including the preparation and disclosure of other information, and to establish and operate a reporting process for such information.

Our audit opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance on it.

Our responsibility in relation to the consolidated financial statements is to review the other information and consider whether any significant discrepancies exist between the other information and the consolidated financial statements or the knowledge obtained during the audit, or whether any indications of material errors exist in the other information.

If we determine, based on the work performed, that there are material errors in the other information, we are required to report such findings. Based on our review, we have no matters to report concerning the other information.

Responsibilities of Management and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for preparing and fairly presenting the consolidated financial statements in conformity with accounting standards specified in Article 120, Paragraph 1 (final clause) of the Regulation on Corporate Accounting, which omit certain disclosure requirements under specified international accounting standards. This responsibility includes designing, implementing, and maintaining internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for evaluating whether it is appropriate to prepare the financial statements based on the assumption of a going concern. If there are matters related to the going concern assumption that require disclosure under the accounting standards prescribed in Article 120, Paragraph 1, latter part, of the Regulation on Corporate Accounting, which omits certain disclosure requirements under specified International Financial Reporting Standards (IFRS), management is responsible for making such disclosures.

The responsibility of the Audit & Supervisory Board and its members is to oversee the execution of duties by the directors in establishing and operating the financial reporting process.

Responsibilities of the Auditor in Auditing the Consolidated Financial Statements

The responsibility of the auditor is to obtain reasonable assurance as to whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, based on the audit performed. The auditor is also responsible for expressing an opinion on the consolidated financial statements from an independent standpoint in the audit report. Misstatements are considered material if they could reasonably be expected to influence the decisions of users of the consolidated financial statements, either individually or in the aggregate.

The auditor follows generally accepted auditing standards in Japan, exercising professional judgment and maintaining professional skepticism throughout the audit, and performs the following:

・ Identify and assess the risks of material misstatement in the consolidated financial statements due to fraud or error. Design and perform audit procedures to address those risks, and obtain sufficient and appropriate audit evidence to provide a basis for the audit opinion. The selection and application of audit procedures are at the discretion of the auditor.
・ Although the purpose of auditing the consolidated financial statements is not to express an opinion on the effectiveness of internal controls, the auditor considers internal control relevant to the audit when conducting risk assessments and designing appropriate audit procedures.
・ Evaluate the appropriateness of the accounting policies applied by management, as well as the reasonableness of accounting estimates and related disclosures made by management.
・ The auditor evaluates whether it is appropriate for management to prepare the consolidated financial statements on a going concern basis and assesses, based on the audit evidence obtained, whether there are any events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If material uncertainty related to the going concern assumption exists, the auditor is required to highlight the related note disclosures in the consolidated financial statements in the audit report. Alternatively, if such disclosures are deemed inadequate, the auditor must express a qualified or adverse opinion on the consolidated financial statements.

The auditor's conclusions are based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may arise that could cause the entity to cease to exist as a going concern.

・ Evaluate whether the consolidated financial statements, including related notes, are presented in accordance with the accounting standards prescribed in Article 120, Paragraph 1, latter part, of the Regulation on Corporate Accounting, which omits certain disclosure requirements under specified international accounting standards. Assess the overall presentation, structure, and content of the consolidated financial statements, including whether the transactions and events underlying the financial statements are appropriately presented.

・ Obtain sufficient and appropriate audit evidence regarding the financial information of the company and its subsidiaries to express an opinion on the consolidated financial statements. The auditor is responsible for directing, supervising, and conducting the audit of the consolidated financial statements and is solely responsible for the audit opinion.

The auditor reports to the Audit & Supervisory Board and its members on the planned scope and timing of the audit, significant findings from the audit, including any significant deficiencies in internal control identified during the audit, and other matters required under auditing standards.

The auditor also reports to the Audit & Supervisory Board and its members on compliance with the independence requirements under professional ethics regulations in Japan. This includes disclosing matters reasonably expected to affect independence and, where applicable, measures taken to mitigate such threats or safeguards applied to reduce them to an acceptable level.

Conflict of Interest

There are no conflicts of interest to be disclosed between the audit firm or its engagement partners and the company or its consolidated subsidiaries, as stipulated under the Certified Public Accountants Act.

以　上

## Auditor's Report

Independent Auditor's Report

November 26, 2024

AirTrip Corporation
To the Board of Directors

BDO Sanyu & Co.

Tokyo Office

| | | |
|---|---|---|
| Designated Partner<br>Engagement Partner | Certified Public Accountant | Kiichi Yonebayashi |
| Designated Partner<br>Engagement Partner | Certified Public Accountant | Hirofumi Kawamura |
| Designated Partner<br>Engagement Partner | Certified Public Accountant | Koichiro Nakanishi |

Audit Opinion

We, BDO Sanyu & Co., conducted an audit of the financial statements of AirTrip Corporation for the 18th fiscal year, covering the period from October 1, 2023, to September 30, 2024, in accordance with the provisions of Article 436, Paragraph 2, Item 1 of the Companies Act. The financial statements include the balance sheet, income statement, statement of changes in shareholders' equity, individual notes, and their supplementary schedules (hereinafter referred to as the "Financial Statements").

In our opinion, the Financial Statements present fairly, in all material respects, the financial position and performance of AirTrip Corporation for the reporting period, in conformity with generally accepted accounting principles in Japan

Basis for Audit Opinion

We conducted our audit in accordance with generally accepted auditing standards in Japan. Our responsibilities under these standards are described in the section "Responsibilities of the Auditor for the Audit of the Financial Statements."

We are independent of AirTrip Corporation in accordance with professional ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The "Other Information" refers to the business report and its supplementary schedules. The preparation and disclosure of the Other Information are the responsibility of the management. Additionally, the responsibility of the Audit & Supervisory Board members and the Audit & Supervisory Committee is to oversee the preparation and operation of processes related to the Other Information.

Our audit opinion on the Financial Statements does not cover the Other Information, and we do not express any audit opinion or assurance on it.

Our responsibility in auditing the Financial Statements includes reading the Other Information and, in doing so, considering whether there are any material inconsistencies between the Other Information and the Financial Statements, or knowledge obtained during our audit. Additionally, we consider whether there are indications of material errors in the Other Information. If we determine that material errors exist in the Other Information based on the work performed, we are required to report such findings.

Based on the work performed, we have no matters to report regarding the Other Information.

Responsibilities of Management, Audit & Supervisory Board Members, and the Audit & Supervisory Committee for the Financial Statements

Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with generally accepted accounting principles in Japan. This responsibility includes designing, implementing, and maintaining internal controls necessary to ensure that the Financial Statements are free from material misstatements, whether due to fraud or error.

In preparing the Financial Statements, etc., management is responsible for assessing whether it is appropriate to prepare these statements on a going concern basis. If disclosure regarding going concern is required, management is also responsible for ensuring such disclosure in accordance with generally accepted accounting principles in Japan.

The responsibility of the Audit & Supervisory Board is to monitor the execution of directors' duties, including the establishment and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements, etc.

The auditor's responsibility is to obtain reasonable assurance about whether the Financial Statements, etc., as a whole are free from material misstatement, whether due to fraud or error, and to express an independent opinion on them in the auditor's report. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of the Financial Statements, etc.

The auditor conducts the audit in accordance with auditing standards generally accepted in Japan, exercising professional judgment and maintaining professional skepticism throughout the audit. The auditor's responsibilities include:

・ Identify and assess the risks of material misstatement due to fraud or error. The auditor designs and performs audit procedures responsive to those risks and obtains sufficient and appropriate audit evidence to provide a basis for the opinion.
・ Although the purpose of the audit is not to express an opinion on the effectiveness of internal control, the auditor considers relevant controls to design audit procedures appropriate for the circumstances.
・ Assess the appropriateness of the accounting policies used, the reasonableness of accounting estimates made by management, and the adequacy of related disclosures.
・ The auditor evaluates whether it is appropriate for management to prepare the financial statements, etc., on a going concern basis and assesses, based on the audit evidence obtained, whether there are any events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If material uncertainty related to the going concern assumption exists, the auditor is required to highlight the related note disclosures in the financial statements, etc., in the audit report. Alternatively, if such disclosures are deemed inadequate, the auditor must express a qualified or adverse opinion on the financial statements, etc.

The auditor's conclusions are based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may arise that could cause the entity to cease to exist as a going concern.
・ The auditor evaluates whether the presentation and notes of the Financial Statements, etc., conform to generally accepted accounting standards in Japan. This includes assessing the presentation, structure, and content of the Financial Statements, etc., as well as whether they fairly represent the underlying transactions and accounting events.

The auditor reports to the Audit & Supervisory Board and its members on the planned scope and timing of the audit, significant findings from the audit, including any significant deficiencies in internal control identified during the audit, and other matters required under auditing standards.

The auditor also reports to the Audit & Supervisory Board and its members on compliance with the independence requirements under professional ethics regulations in Japan. This includes disclosing matters reasonably expected to affect independence and, where applicable, measures taken to mitigate such threats or safeguards applied to reduce them to an acceptable level.

Conflict of Interest

There are no conflicts of interest to be disclosed between the company and the audit firm or its engagement partners, as required by the Certified Public Accountants Act.

# Audit Report

Based on the audit reports prepared by each statutory auditor for the 18th fiscal year from October 1, 2023, to September 30, 2024, the Board of Statutory Auditors deliberated and unanimously approved this audit report. The findings are as follows:

1. Methods and Details of the Audit Conducted by the Statutory Auditors and the Board of Statutory Auditors

(1) The Board of Statutory Auditors established audit policies, task allocations, and other guidelines. Each statutory auditor reported their audit activities and results to the Board. Additionally, the Board received reports from directors, executive officers, and the accounting auditor regarding the execution of their duties and requested explanations as necessary.

(2) Following the audit policies and task allocations set by the Board of Statutory Auditors, each statutory auditor communicated with directors, internal audit departments, and other employees, gathered information, established an audit environment, and conducted audits using the following methods:

① Attended Board of Directors' meetings and other important meetings. Received reports from directors and employees on the execution of their duties, requested explanations where necessary, reviewed important decision-making documents, and investigated business operations and property conditions at the headquarters and major business locations. For subsidiaries, statutory auditors communicated and exchanged information with the subsidiaries' directors and statutory auditors and received business reports as needed.

② Reviewed the Board of Directors' resolutions concerning the systems required under Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act. These systems are designed to ensure compliance with laws, regulations, and the Articles of Incorporation by directors in the execution of their duties, as well as to ensure appropriate business operations for the company and its subsidiaries. Statutory auditors regularly received reports on the development and operation of these internal control systems from directors and employees, requested explanations as needed, and expressed their opinions.

③ Monitored and verified whether the accounting auditor maintained independence and conducted audits appropriately. Received reports from the accounting auditor on the execution of their duties and requested explanations when necessary. Additionally, statutory auditors were notified by the accounting auditor that a system was established to ensure proper execution of duties in accordance with the "Quality Control Standards for Audits" (issued by the Business Accounting Council) and other regulations, and requested explanations where necessary.

Based on the above methods, statutory auditors reviewed the business report, supplementary schedules, financial statements (balance sheet, income statement, statement of changes in equity, and individual notes), supplementary schedules, and consolidated financial statements (consolidated statement of financial position, consolidated income statement, consolidated statement of changes in equity, and consolidated notes) for the fiscal year.

## ２. Audit Results

### (1) Results of the Audit of the Business Report, etc.

① The business report and its supplementary schedules are deemed to accurately represent the company's situation in accordance with laws, regulations, and the Articles of Incorporation.

② No evidence of fraudulent acts by directors or significant violations of laws or the Articles of Incorporation in the execution of their duties was identified.

③ The Board of Directors' resolution regarding the internal control system is deemed appropriate. Furthermore, the content of the business report related to the internal control system and the execution of duties by directors revealed no matters requiring special attention.

(2) Results of the Audit of Financial Statements and Their Supplementary Schedules

The audit methods and results of the accounting auditor, BDO Sanyu & Co., are deemed appropriate.

(3) Results of the Audit of Consolidated Financial Statements

The audit methods and results of the accounting auditor, BDO Sanyu & Co., are deemed appropriate.

November 26, 2024

Board of Statutory Auditors, AirTrip Corporation

| | |
|---|---|
| Full-Time Statutory Auditor | Yasuhiro Sakata |
| Statutory Auditor (External) | Masayasu Morita |
| Statutory Auditor (External) | Yuki Shimizu |

# Shareholders' Meeting Reference Materials

## Proposal and Reference Items

Proposal 1: Election of One Statutory Auditor

At the conclusion of this Annual General Meeting of Shareholders, Mr. Yuki Shimizu will resign as a Statutory Auditor. Accordingly, we propose the election of one Statutory Auditor to fill the vacancy.

The term of office for the newly appointed Statutory Auditor will be until the expiration of the predecessor's term, as stipulated in the Company's Articles of Incorporation. Furthermore, this proposal has received prior consent from the Board of Statutory Auditors.

The candidate for Statutory Auditor is as follows:

<table>
<tr><th>Candidate Number</th><th>Name<br>(Date of Birth)</th><th colspan="2">Career Summary, Current Position, and Significant Concurrent Positions</th><th>Number of Shares in the Company Held</th></tr>
<tr><td>1</td><td>Ryo Yoshioka<br>(July 8, 1986)</td><td>2006</td><td>Appointed Executive Vice President, Willgate Inc. (current)<br><br>(Significant Concurrent Position)<br>Executive Vice President, Willgate Inc.</td><td>0 shares</td></tr>
<tr><td colspan="5">(Reason for Nomination)<br>Mr. Ryo Yoshioka has experience founding and managing his own business as a student. Currently, he serves as Executive Vice President of Willgate Inc., which employs 191 staff members and is in its 20th fiscal year. He brings extensive experience as a venture manager as well as broad expertise in marketing and M&A brokerage. His election as a Statutory Auditor is proposed to contribute to the further growth of the Group.</td></tr>
</table>

(Notes)

1. There are no special interests between the candidate and the Company.
2. The number of shares held in the Company is as of September 30, 2024.
3. Mr. Ryo Yoshioka is a candidate for External Statutory Auditor.
4. The Company has entered into a liability limitation agreement with External Statutory Auditors under Article 427, Paragraph 1 of the Companies Act. Under this agreement, the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the amount specified by law. However, such limitation applies only if the relevant Statutory Auditor has acted in good faith and without gross negligence.

５. The Company has entered into a directors and officers liability insurance (D&O insurance) contract as specified in Article 430-3, Paragraph 1 of the Companies Act. All Statutory Auditors are included as insured parties. If Mr. Yoshioka’ s election is approved, he will also be covered under this insurance contract. The insurance covers legal damages and litigation costs resulting from claims for damages based on actions taken in their official capacity, including shareholder derivative lawsuits. However, acts such as illegal gains or benefits, criminal acts, fraud, or deliberate violations of laws, regulations, or policies are excluded from coverage. The Company plans to renew this insurance policy during its term with similar conditions.

Proposal 2: Election of Six Directors

All six current directors will conclude their terms of office at the end of this General Meeting of Shareholders. Accordingly, we propose the election of six directors.

The candidates for director are as follows:

| Candidate Number | Name (Date of Birth) | Career Summary, Current Position, and Significant Concurrent Positions | | Number of Shares in the Company Held |
|---|---|---|---|---|
| 1 | Yusuke Shibata (August 5, 1982) | 2005 | Joined Deloitte Touche Tohmatsu LLC (now Deloitte Touche Tohmatsu LLC with limited liability) | 0 shares |
| | | 2010 | Seconded to Nomura Securities Co., Ltd. (returned in 2012) | |
| | | 2015 | Appointed Director and CFO of the Company | |
| | | 2018 | Director, AirTrip International Co., Ltd. (merged in April 2024; formerly DeNA Travel Co., Ltd.) | |
| | | 2019 | Appointed Representative Director, President, and CFO of the Company (current) | |
| | | 2020 | Appointed Representative Director, President, and CFO, AirTrip International Co., Ltd.<br>Appointed Representative Director, N’ s Enterprise Co., Ltd. | |
| | | 2021 | Appointed External Director, Kudan Inc. | |
| | | 2023 | Appointed Representative Director, President, AirTrip Premium Club Co., Ltd. (current)<br><br>(Responsibilities within the Company)<br>Oversees the Hotel Reservation Business Department, Administration Headquarters, Corporate Strategy Department, and Chairperson/President’s Office.<br><br>(Significant Concurrent Position)<br>Representative Director, President, AirTrip Premium Club Co., Ltd. | |

(Reason for Nomination)

Mr. Yusuke Shibata has accumulated experience in IPO preparation and accounting audits during his tenure at an audit firm and his secondment to a securities company. Since his appointment as a Director of the Company in May 2015, and his subsequent appointment as Representative Director, President, and CFO in January 2020, Mr. Shibata has leveraged his expertise in accounting and finance. He has played a key role in advancing the Company's listing on the Tokyo Stock Exchange Mothers Market and subsequent transition to the First Section, as well as managing M&A activities and investor relations. Additionally, he has contributed to building organizational structures to enhance market value and strengthen management.

| Candidate Number | Name (Date of Birth) | Career Summary, Current Position, and Significant Concurrent Positions | | Number of Shares in the Company Held |
|---|---|---|---|---|
| 2 | Munenori Oishi(November 19, 1972) | 1995 | Appointed Representative Director and President of IVT Co., Ltd. (merged with the Company in October 2011) | 6,015,700 shares |
| | | 2007 | Founded the Company<br>Appointed Representative Director and President of DTS Co., Ltd. (merged with the Company in October 2009) | |
| | | 2009 | Appointed Director of the Company (current) | |
| | | 2018 | Appointed Director, AirTrip International Co., Ltd. (to be merged in April 2024; formerly DeNA Travel Co., Ltd.)<br>Appointed Director, Giamso International Tours Pte Ltd.<br>Appointed Representative Director, N’s Enterprise Co., Ltd. | |
| | | 2019 | Appointed Director, Pikapaka Co., Ltd. (current)<br><br>(Responsibilities within the Company)<br>Oversees the Procurement Headquarters<br><br>(Significant Concurrent Position)<br>Director, Pikapaka Co., Ltd. | |

(Reason for Nomination)

Since the Company’s founding, Mr. Munenori Oishi has served as Chairman of the Board, playing a central role in its management. Leveraging his deep insights into the travel industry, he has been instrumental in formulating and executing business strategies, contributing significantly to the Group’s remarkable growth through his leadership across various aspects of Group management.

To drive the continued growth of the Group, we respectfully request his reappointment as a director.

| Candidate Number | Name (Date of Birth) | Career Summary, Current Position, and Significant Concurrent Positions | | Number of Shares in the Company Held |
|---|---|---|---|---|
| 3 | Satoshi Tamura (March 20, 1974) | 1995 | Joined IACE Travel Co., Ltd. | 0 shares |
| | | 2002 | Joined GEOS Corporation | |
| | | 2004 | Joined Canadian Coco Tours | |
| | | 2006 | Joined SkyGate Co., Ltd. (now AirTrip Corp.) | |
| | | 2018 | Appointed Executive Officer, AirTrip International Co., Ltd. (to be merged in April 2024; formerly DeNA Travel Co., Ltd.) | |
| | | 2019 | Appointed Executive Officer, the Company<br>Appointed Director, AirTrip International Co., Ltd. | |
| | | 2020 | Appointed Director, the Company | |
| | | 2023 | Appointed Director and CIO, the Company | |
| | | 2024 | Reappointed as Director, the Company (current)<br><br>( Responsibilities within the Company)<br>Oversees the IT Strategy Office and Overseas Travel Business Division<br><br>(Significant Concurrent Positions)<br>None | |

(Reason for Nomination)

Mr. Satoshi Tamura joined SkyGate Co., Ltd. (now AirTrip Corp.) in October 2006. He was appointed Executive Officer of the company in July 2018 and Director in March 2019. Additionally, he became an Executive Officer of the Company in January 2019 and was appointed Director in January 2020.

He played a central role in the Post-Merger Integration (PMI) process following the Company's acquisition of DeNA Travel Co., Ltd. shares in May 2018. Subsequently, at AirTrip International Co., Ltd., he oversaw overseas airline ticket sales and was instrumental in driving the business development of the comprehensive travel platform, "AirTrip."

To further promote the growth of the Group, we respectfully request his reappointment as a director.

| Candidate Number | Name (Date of Birth) | Career Summary, Current Position, and Significant Concurrent Positions | | Number of Shares in the Company Held |
|---|---|---|---|---|
| 4 | Takeshi Masuda (July 15, 1978) | 2004<br><br>2013<br><br><br><br>2019 | Joined IVT Co., Ltd. (merged with Tabicapital Co., Ltd. in October 2011)<br>Appointed GM of Travel Sales Department, the Company<br>Appointed Executive Officer, the Company<br>Appointed Director, the Company (current)<br><br>(Responsibilities within the Company)<br>Oversees the Domestic Airline Ticket Sales Division<br><br>(Significant Concurrent Positions)<br>None | 8,500 shares |

(Reason for Nomination)

Mr. Takeshi Masuda has supported the Company’s growth since its founding by leveraging his extensive knowledge of the travel industry to oversee the Company’s core business, the online travel division.

To further accelerate the growth of the Group, we respectfully request his reappointment as a director.

| Candidate Number | Name (Date of Birth) | Career Summary, Current Position, and Significant Concurrent Positions | | Number of Shares in the Company Held |
|---|---|---|---|---|
| 5 | Yasuhito Omori<br>(July 2, 1958) | 1981 | Joined the Ministry of Finance | 0 shares |
| | | 1997 | Director, Market Reform Promotion Office, Securities Bureau | |
| | | 1998 | Director, Investigation Division I, Tokyo Regional Taxation Bureau | |
| | | 2001 | Director, Research and Legal Affairs Offices, Financial Services Agency (FSA) | |
| | | 2002 | Director, Securities Division, FSA | |
| | | 2003 | Director, Market Division, FSA | |
| | | 2007 | Director, Planning Division, FSA | |
| | | 2009 | Deputy Secretary General, Securities and Exchange Surveillance Commission | |
| | | 2011 | Head, Preparatory Office for Disaster Relief Organization, Cabinet Office | |
| | | 2012 | Councilor, Reconstruction Agency | |
| | | 2013 | Secretary General, Securities and Exchange Surveillance Commission, FSA | |
| | | 2015 | Advisor, Dai-ichi Life Research Institute | |
| | | 2018 | Advisor, the Company | |
| | | 2019 | Director, the Company (current) | |
| | | 2020 | Director, OKWAVE Co., Ltd.<br>Director, Develop Co., Ltd. (current)<br><br>(Significant Concurrent Positions)<br>Director, Develop Co., Ltd. | |

(Reason for Nomination and Expected Role)

Mr. Yasuhito Omori brings extensive experience from the Financial Services Agency (FSA), where he played a leading role in administrative functions, including at the Securities and Exchange Surveillance Commission. His insights are expected to strengthen governance and contribute to the Group's further growth.

In addition to advising and providing guidance to various companies, Mr. Omori has actively participated in corporate management as Director and Chief Risk Officer (CRO) at Develop Co., Ltd. Based on his experience and expertise, we believe he is well-suited to fulfill his duties as an outside director.

Mr. Omori has served as an outside director for the Company since 2019, and his tenure will reach five years at the conclusion of this General Meeting.

| Candidate Number | Name (Date of Birth) | Career Summary, Current Position, and Significant Concurrent Positions | | Number of Shares in the Company Held |
|---|---|---|---|---|
| 6 | Kazuki Ishihara (May 12, 1985) | 2013<br>2015<br><br><br><br><br>2017<br><br><br><br><br><br><br><br><br><br>2018<br>2020<br>2021<br><br><br><br>2022<br><br><br><br><br>2023<br>2024 | Joined Yahoo Japan Corporation<br>Joined Hogan Lovells Horitsu Jimusho Gaikokuho Kyodo Jigyo<br>Joined Kubota Law Office<br>Appointed General Counsel, Collabit, Inc.<br>Established Ishihara Research Institute, Inc., Representative Director and President (current)<br>Established Seven Rich Law Office (now FAST Law Office), Representative<br>Auditor, Coconala Inc.<br>Secretariat, Sharing Economy Association, Japan<br>Auditor, Mirrativ Inc.<br>Outside Director, BIZVAL Inc.<br>Member, Galaxy Law Office<br>Chairman, Japan Beauty Freelance Association (current)<br>Representative Director, LDX Inc. (current)<br>Director, Japan Retail Pharmacy Association<br>Joined Atsumi & Sakai Law Firm and Foreign Law Joint Enterprise (current)<br>Director, the Company (current)<br>Auditor, Wellbeings Inc.<br><br>(Significant Concurrent Positions)<br>Representative Director and President, Ishihara Research Institute, Inc.<br>Representative Director, LDX Inc. | 400 shares |

(Reason for Nomination and Expected Role)

Kazuki Ishihara has a proven track record of supporting various venture companies and possesses specialized knowledge and experience as an attorney. Leveraging his expertise, we expect Mr. Ishihara to contribute to strengthening governance and further advancing the Group’s growth. Mr. Ishihara is currently serving as an outside director of the Company, with his tenure reaching one year at the conclusion of this General Meeting. We hereby request his reappointment as a candidate for outside director.

(Notes)

1. There are no special interests between the director candidates and the Company.
2. The number of shares held in the Company reflects the holdings as of September 30, 2024.
3. Both Mr. Yasuhito Omori and Mr. Kazuki Ishihara are candidates for outside directors and meet the requirements for independent officers.
4. The Company has entered into liability limitation agreements with its outside directors pursuant to Article 427, Paragraph 1 of the Companies Act. Under these agreements, the maximum amount of liability for damages is set at the amount prescribed by law. Such limitation of liability applies only when the relevant director performs their duties in good faith and without gross negligence.
5. The Company has entered into a directors and officers liability insurance (D&O) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. All directors are included as insured persons under this policy. If the reappointment of each director candidate is approved, they will continue to be included as insured persons under this policy. Additionally, the Company plans to renew the policy with the same terms during the term of office.
   The policy provides coverage for legal damages and litigation costs arising from claims for damages due to acts performed by the insured in their official capacity (including shareholder derivative lawsuits). However, acts where the insured knowingly obtains illegal gains or advantages, engages in criminal, fraudulent, or wrongful conduct, or knowingly violates laws, regulations, or rules are excluded from coverage.

【Reference】Composition of Officers (After Conclusion of This Annual General Meeting)

If Proposal 1 and Proposal 2 are approved, the expertise and experience of the directors and auditors of the Company will be as outlined below.

Please note that the table highlights the fields where each individual is expected to make significant contributions and does not represent the entirety of their knowledge and expertise.

| Position at the Company | Name | Expertise and Experience | | | | | |
|---|---|---|---|---|---|---|---|
| | | Corporate Management | Finance & Accounting | Legal Affairs | Travel | IT | Internal Control |
| Representative Director & President | Yusuke Shibata | ● | ● | ● | | | ● |
| Director | Munenori Oishi | ● | | | ● | ● | ● |
| Director | Satoshi Tamura | ● | | | ● | ● | |
| Director | Takeshi Masuda | ● | | | ● | ● | |
| Director | Yasuhito Omori | ● | ● | ● | | | ● |
| Director | Kazuki Ishihara | ● | ● | ● | | | ● |
| Auditor | Yasuhiro Sakata | | ● | | ● | | ● |
| Auditor | Masayasu Morita | ● | | | | ● | ● |
| Auditor | Ryo Yoshioka | ● | ● | | | ● | ● |

# Map to the Venue of the General Meeting of Shareholders

Atago Green Hills MORI Tower 19F
2-5-1 Atago, Minato-ku, Tokyo
Airtrip Corporation Conference Room
(*Please gather at the reception on the 1st floor)


(※) Please proceed to our company's dedicated temporary reception desk on the 1st floor. Our staff will guide you to the venue (Company Conference Room on the 19th floor).

Access Hibiya Line, Kamiyacho Station, Exit 3: 4-minute walk
Toei Mita Line, Onarimon Station, Exit A5: 3-minute walk