

(1) Scheduled date of change

Before the change	After the change
February 13, 2024	February 29, 2024

2. Future Outlook

The Change has no impact on the Company's business results.

**Datasection Inc. Common Stock (Third-Party Allotment)
Issuance Guidelines**

1. Class of shares offered	Common stock of the Company: 2,230,000 shares
2. Amount paid	305.82 yen per share (A price obtained by discounting by 9.8% (rounded to the nearest two decimal places) from 339.05 yen, the simple average of the closing prices of the Company's common stock as published by the Tokyo Stock Exchange for the 60 trading days immediately preceding the day before the resolution date to issue (January 25, 2024))
3. Total amount to be paid	681,978,600 yen
4. Amount of share capital and capital reserve to be increased	Share capital 340,989,300 yen Capital reserve 340,989,300 yen
5. Application date	February <u>29</u> , 2024
6. Payment date	February <u>29</u> , 2024
7. Method of offering or allotment	By way of third-party allotment
8. Allottee and number of shares allotted	First Plus Financial Holdings PTE. Ltd. 2,230,000 shares
9. Payment agent	Sumitomo Mitsui Banking Corporation, Shibuya-ekimae Branch
10. Other matters	Each item of the foregoing is subject to the effectiveness of the notification filed under the Financial Instruments and Exchange Act.

Datasection Inc. 19th Share Acquisition Rights

Issuance Guidelines

1. Name of Share Acquisition Rights

Datasection Inc. 19th Share Acquisition Rights (hereinafter referred to as the "Share Acquisition Rights")

2. Application date

February 29, 2024

3. Allotment date

February 29, 2024

4. Payment date

February 29, 2024

5. Method of offering

All Share Acquisition Rights will be allotted to First Plus Financial Holdings PTE. Ltd. (hereinafter referred to as "FPF") by way of third-party allotment.

6. Class and number of shares underlying the Share Acquisition Rights

(1) The class and total number of shares to be issued upon exercise of the Share Acquisition Rights shall be 1,488,000 shares of the Company's common stock (the number of shares to be issued upon exercise of one Share Acquisition Right (hereinafter referred to as the "Number of Shares Allotted") shall be 100 shares); provided, however, that if the Number of Shares Allotted is adjusted in accordance with Items (2) through (4) below, the total number of shares to be issued upon exercise of Share Acquisition Rights shall be adjusted in accordance with the Number of Shares Allotted after such adjustment.

(2) If the Company adjusts the Exercise Price (as defined below) in accordance with the provisions of Paragraph 10, the Number of Shares Allotted shall be adjusted in accordance with the following formula; provided, however, that any fraction of less than one (1) share resulting from the adjustment shall be rounded down. The exercise prices before and after adjustment in such formula shall be those set forth in paragraph 10.

$$\text{Number of shares allocated after adjustment} = \frac{\text{Number of shares allocated before adjustment} \times \text{Exercise price before adjustment}}{\text{Exercise price after adjustment}}$$

(3) The date of commencement of application of the number of shares allotted after adjustment shall be the same as the date of application of the exercise price after adjustment specified in each item in respect of the adjustment of the exercise price pursuant to items (2) and (5) of paragraph 10 for the adjustment event.

(4) If the number of allotted shares is adjusted, the Company shall notify the share acquisition rights holders in writing of such adjustment and the reasons therefor, the number of allotted shares before and after the adjustment, the date on which the adjustment takes effect and other necessary matters by the day before the date on which the number of allotted shares after the adjustment takes effect; provided, however, that in the case set forth in item (2)[5] of Paragraph 10, or in any other case in which the foregoing notice cannot be given by the day prior to the commencement date of application, such notice shall be given promptly on or after the commencement date of application.

7. Total number of the Share Acquisition Rights

14,880

8. Amount paid for each Share Acquisition Rights

Price per share acquisition rights: 420 yen

9. Value or calculation method of assets to be contributed upon exercise of Share Acquisition Rights

- (1) The assets to be contributed upon the exercise of each Share Acquisition Right shall be in cash, and its value shall be the amount of cash per share of the Company's common stock to be contributed upon the exercise (hereinafter referred to as the "Exercise Price") multiplied by the number of shares allotted.
- (2) The Exercise Price for Share Acquisition Rights shall be 544 yen; provided, however, that the Exercise Price shall be subject to adjustment as set forth in Paragraph 10.

10. Adjustment of Exercise Price

- (1) If, after the issuance of Share Acquisition Rights, the total number of issued shares of the Company's common stock changes or is likely to change due to any of the reasons set forth in following Item (2), the Company shall adjust the Exercise Price using the formula set forth below (hereinafter referred to as the "Exercise Price Adjustment Formula").

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{Number of shares already issued} + \frac{\text{Number of new shares issued and sold}}{\text{Market price per share}} \times \text{Amount paid per share}}{\text{Number of shares already issued} + \text{Number of new shares issued and sold}}$$

- (2) If the Exercise Price is adjusted by the Exercise Price Adjustment Formula and the adjusted Exercise Price is applied, the Exercise Price will be adjusted as follows.

[1] When new shares of the Company's common stock are issued or when shares of the Company's common stock held by the Company are disposed of at a price lower than the market price set forth in Item (4)[2] below (including the case of gratis allotment) (Except for the case of issuance of shares of the Company's common stock upon the exercise of share acquisition rights (including those attached to bonds with share acquisition rights), the acquisition of shares with put option or acquisition clause, or the exercise of other rights to request delivery of shares of the Company's common stock)

The adjusted exercise price shall be effective on or after the payment date (if a payment period is specified at the time of the public offering, the last day of such period and, in the case of an allotment without contribution, the effective date of such allotment) or, if there is a record date for the granting of the right of shareholders to receive an allotment for such issue or disposition, on or after the day following such record date.

[2] When common stock is issued as a result of stock split

The adjusted exercise price shall be effective on and after the day following the record date for the stock split. The number of newly issued or disposed of shares to be used in the Exercise Price Adjustment Formula shall be the number of shares of the Company's Common Stock increased by the stock split.

[3] When issuing or granting shares with put options that provide for delivery of shares of the Company's common stock at an amount to be paid in that is lower than the market price referred to in Item (4)[2] below, or share acquisition rights that allow the holder to request delivery of shares of the Company's common stock at an amount to be paid in that is lower than the market price referred to in Item (4)[2] below (including those attached to bonds with share acquisition rights)

The Exercise Price after adjustment shall be calculated by applying the Exercise Price Adjustment Formula, assuming that all put options or share acquisition rights with respect to all shares with put options have been exercised in accordance with the original terms and conditions, and shall be effective as of the payment date (which shall be the allotment date in the case of share acquisition rights and the effective date in the case of gratis allotment); provided, however, that if there is a record date for entitlement to an allotment, the adjustment shall be effective on and after the day following such record date.

[4] When shares of the Company's common stock are delivered at a price less than the market price set forth in Item (4) [2] below in exchange for the acquisition of shares or share acquisition rights with a put option issued by the Company (including those attached to bonds with share acquisition rights)

The adjusted exercise price will apply on and after the day following the date of acquisition.

[5] In the case of [1] through [3] of this item, if a record date is set and the effective date is subject to the approval of the general meeting of shareholders, the Board of Directors or any other body of the Company after such record date, the Exercise Price after adjustment shall be applied from the day following the date of such approval, notwithstanding [1] through [3] of this item. In such case, additional shares of the Company's common stock shall be delivered to Share Acquisition Rights holders who have requested to exercise their Share Acquisition Rights from the day following such record date to the day on which such approval is granted, in accordance with the following method of calculation. Fractions of less than one share will be rounded down.

$$\text{Number of shares} = \frac{\left(\begin{array}{c} \text{Exercise} \\ \text{price before} \\ \text{adjustment} \end{array} - \begin{array}{c} \text{Exercise} \\ \text{price after} \\ \text{adjustment} \end{array} \right) \times \text{Number of shares issued during the period} \\ \text{at the exercise price before adjustment}}{\text{Exercise price after adjustment}}$$

(3) If the difference between the Exercise Price after adjustment as calculated by the Exercise Price Adjustment Formula and the Exercise Price before adjustment is less than one yen, the Exercise Price shall not be adjusted; provided, however, that if an event requiring an adjustment of the Exercise Price subsequently occurs and the Exercise Price is adjusted, the amount obtained by subtracting the difference from the Exercise Price before adjustment shall be used instead of the Exercise Price before adjustment in the Exercise Price Adjustment Formula.

(4) [1] The Exercise Price Adjustment Formula shall be calculated to the second decimal place and rounded off to the nearest first decimal place.

[2] The market price used in the Exercise Price Adjustment Formula shall be the average closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange for 30 consecutive trading days (excluding days without a closing price) beginning on the 45th trading day prior to the date on which the adjusted Exercise Price is first applied (or the record date in the case of (2) [5] of this paragraph). In such case, the average shall be calculated to the second decimal place and rounded to the nearest first decimal place.

[3] The number of outstanding shares to be used in the Exercise Price Adjustment Formula shall be the number of shares of common stock outstanding as of the record date, if any, for entitlement to allotment. If there is no such record date, the number of shares to be used in the Exercise Price Adjustment Formula shall be the total number of shares of the Company's common stock outstanding as of the date one month prior to the date on which the adjusted Exercise Price is first applied, less the shares of common stock held by the Company as of such date. In the case of Item (2) [5] above, the number of newly issued and sold shares used in the Exercise Price Adjustment Formula shall not include the number of shares of the Company's common stock to be allotted to the shares of the Company's common stock held by the Company on the Record Date.

(5) In addition to cases other than those requiring an adjustment of the Exercise Price as described in item (2) above, the Company will make the necessary adjustment of the Exercise Price in the following cases after consulting with and obtaining the approval of the holder of the Share Acquisition Rights.

[1] When the Exercise Price needs to be adjusted as a result of a reverse stock split, corporate split, stock exchange, share issue or merger.

[2] When the Exercise Price needs to be adjusted due to a change in the number of shares of the Company's common stock, any event that may cause a change therein, or the payment of dividends to shareholders.

[3] When multiple events requiring an adjustment of the exercise price occur in close proximity to each other and it is necessary to consider the impact of an events on the market price to be used in calculating the exercise price after adjustment based on any of the events.

(6) When the exercise price is adjusted, the Company shall notify the share acquisition rights holders in writing of such adjustment and the reasons therefor, the Exercise Price before and after the adjustment, the date on which the adjustment takes effect and other necessary matters by the day before the date on which the Exercise Price after the adjustment takes effect; provided, however, that in the case referred to in Item (2) [5] above or in any other case in which the foregoing notice cannot be given by the day prior to the commencement date of application, such notice shall be given promptly on or after the said date.

11. Period during which Share Acquisition Rights may be exercised

The period shall be from March 1, 2024 to February 28, 2029; provided, however, that if the last day of the exercise period is not a bank business day, it shall be the following bank business day.

12. Other conditions for the exercise of Share Acquisition Rights

Share Acquisition Rights may not be exercised in part.

13. Purchase of Share Acquisition Rights

(1) If the Board of Directors of the Company deems it necessary to repurchase the Share Acquisition Rights after six months have elapsed from the payment date of the Share Acquisition Rights, upon giving 30 trading days' notice in accordance with the provisions of Articles 273 and 274 of the Companies Act, the Company may, on the acquisition date determined by the Board of Directors of the Company, acquire all or part of the Share Acquisition Rights held by the holders of the Share Acquisition Rights (other than the Company) for an amount equal to the amount to be paid per Share Acquisition Right. Partial purchases shall be made by lottery or other reasonable method.

(2) If the general meeting of shareholders of the Company resolves to approve a merger (limited to cases where the Company is dissolved due to a merger), or a share exchange or share transfer whereby the Company becomes a wholly-owned subsidiary of another company, upon giving notice in accordance with the provisions of Article 273 of the Companies Act, the Company shall, on the acquisition date determined by the Board of Directors of the Company (provided, however, that such date shall be a date prior to the effective date of such reorganization), acquire the Share Acquisition Rights held by the Share Acquisition Rights holders (excluding the Company) for an amount equal to the amount to be paid per Share Acquisition Right.

(3) In the event that the common stock issued by the Company is delisted from the Tokyo Stock Exchange, the Company will, on the day two weeks after the date on which the delisting is decided (if it is not a bank business day, it will be the next bank business day), acquire the Share Acquisition Rights held by the Share Acquisition Rights holders (excluding the Company) at an amount equal to the amount to be paid per Share Acquisition Right.

(4) Notwithstanding any other provision of the Guidelines, no notice of the acquisition of Share Acquisition Rights by the Company to the Share Acquisition Rights holders shall be effective unless the Company discloses such acquisition in such a manner that any information obtained by the Share Acquisition Rights holders in connection with such acquisition does not constitute an undisclosed material fact as defined in Article 166, Paragraph 2 of the Financial Instruments and Exchange Act.

14. Increase in share capital and capital reserve for the issuance of shares upon exercise of Share Acquisition Rights

The amount of the increase in the share capital in the case of the issuance of shares upon exercise of Share Acquisition Rights shall be the maximum amount of the increase in the share capital, etc., calculated in accordance with Article 17 of the Corporate Calculation Regulations multiplied by 0.5, and any fraction less than one yen resulting from the calculation shall be rounded up to the nearest yen. The amount of the capital reserve to be increased shall be the maximum amount of the increase in the share capital, etc., less the amount of the share capital to be increased.

15. Method and effective date of claiming the exercise of Share Acquisition Rights

(1) The Share Acquisition Rights shall be exercised by completing the necessary procedures for the exercise request to the transfer agent or the account management institution (as defined in Paragraph 22) pursuant to Article 2, Paragraph 4 of the Act on Book Entry of Corporate Bonds and Shares (hereinafter referred to as the "Act on Book Entry of Corporate Bonds and Shares"), and by notifying the transfer agent of the exercise request during the exercise period of the Share Acquisition Rights set forth in Paragraph 11 to the agent for accepting exercise requests for Share Acquisition Rights set forth in Paragraph 18 (hereinafter referred to as the "Agent for Acceptance of Exercise Requests").

(2) In order to exercise the Share Acquisition Rights, in addition to the procedures required for the exercise request set forth in the preceding item, the full amount of the value of the property to be contributed upon exercise of Share Acquisition Rights shall be transferred in cash through the transfer or account management agent to the account designated by the Company at the payment agent for the exercise of Share Acquisition Rights as set forth in Paragraph 19.

(3) A request to exercise the Share Acquisition Rights shall become effective on the date on which all matters necessary for the exercise request have been notified to the Agent for Acceptance of Exercise Requests referred to in Paragraph 18 and the full amount of the value of the assets to be contributed upon the exercise of such Share

Acquisition Rights has been credited to the account referred to in the preceding item.

(4) A person who has requested to exercise the Share Acquisition Rights may not subsequently withdraw the request.

16. Non-issuance of investments in share acquisition rights

Regarding the Share Acquisition Rights, the Company will not issue investments in share acquisition rights.

17. Basis for calculation of the amount to be paid in for the Share Acquisition Rights and the value of assets to be contributed upon exercise thereof

Taking into account the Issuance Guidelines and various requirements set forth in the Purchase Agreement to be entered into with the intended allottee, and based on a Monte Carlo simulation, which is a commonly used pricing model, the amount to be paid for one Share Acquisition Rights was set at 420 yen, taking into account the results of an independent third party's valuation of the Company's stock price, the liquidity and volatility of the Company's Share, the call options granted to the Company, the exercise behavior and the shareholding trends of the intended allottee, among other factors, based on certain assumptions. Furthermore, the value of the assets to be contributed upon exercise of Share Acquisition Rights was determined as described in Paragraph 9.

18. Agent for Acceptance of Exercise Requests

Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited

19. Payment agent

Shibuya-ekimae Branch, Sumitomo Mitsui Banking Corporation

20. Issuance of shares upon exercise of share acquisition rights

The Company will issue shares upon the new registration of book-entry stock or the transfer of treasury shares in the name of the Company on the date two banking business days after the effective date of the request to exercise the Share Acquisition Rights.

21. Application, etc., of the provisions of the Act on Book Entry of Corporate Bonds and Shares

Share Acquisition Rights are share acquisition rights which stipulate that all of them are subject to the provisions of the Act on Book Entry of Corporate Bonds and Shares, pursuant to Article 163 of the said Act, and no share acquisition rights certificates may be issued except as provided in Article 164, Paragraph 2 of the said Act. In addition, the handling of the Share Acquisition Rights and the shares to be issued upon exercise of Share Acquisition Rights shall be in accordance with the Regulations on Book-Entry Transfer of Shares, etc., and other rules, established by the transfer agent.

22. Name and address of transfer agent

Japan Securities Depository Center, Incorporated
7-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo

23. Other matters

(1) Each item of the foregoing is subject to the effectiveness of the notification filed under the Financial Instruments and Exchange Act.

(2) All other necessary matters relating to the issuance of Share Acquisition Rights are left to the sole discretion of the President and Representative Director of the Company.