Mid-term Business Plan Digitize & Digitalize Japan (Phase 3) (FY2026/3 – FY2028/3)

CHANGE Holdings, Inc.

Security Code: 3962

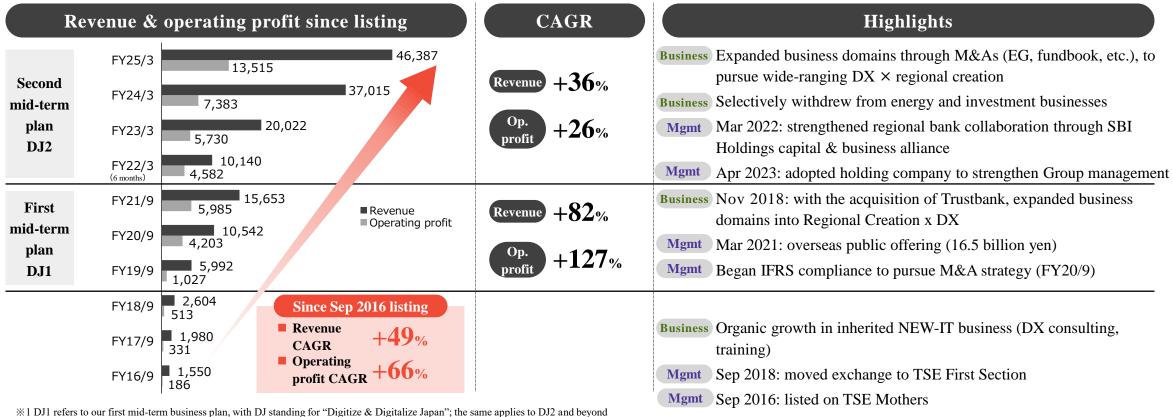
May 15, 2025

CHANGE HOLDINGS

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Progress Since Listing

- Pursuing an aggressive growth strategy that utilizes M&As, since listing the company has achieved growth in both revenue (+49 %) and operating profit (+66%)
- In DJ1^{*1}, we acquired Trustbank and expanded our business domains to include Regional Creation. In DJ2 we made nine acquisitions, including $EG^{\times 2}$ and fundbook, solidifying our foundation as a truly unique regional creation company that connects private companies, local governments, and regional financial institutions

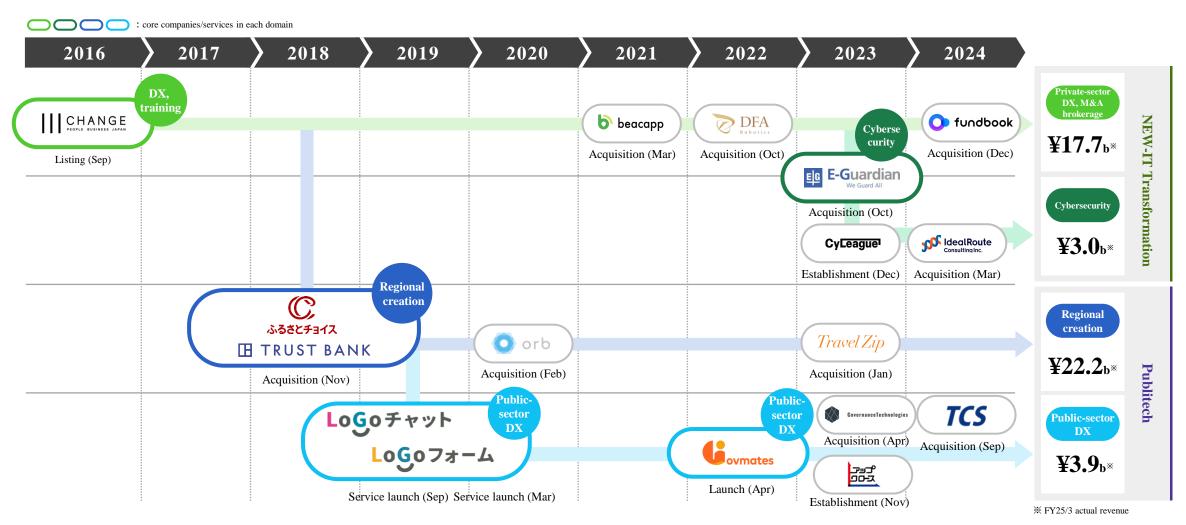


^{*2} For Group company abbreviations, see "List of Group Companies" in the Appendix

^{*3} Factbook (Excel format): https://ssl4.eir-parts.net/doc/3962/ir material for fiscal ym/178038/00.xlsx

Business Expansion History

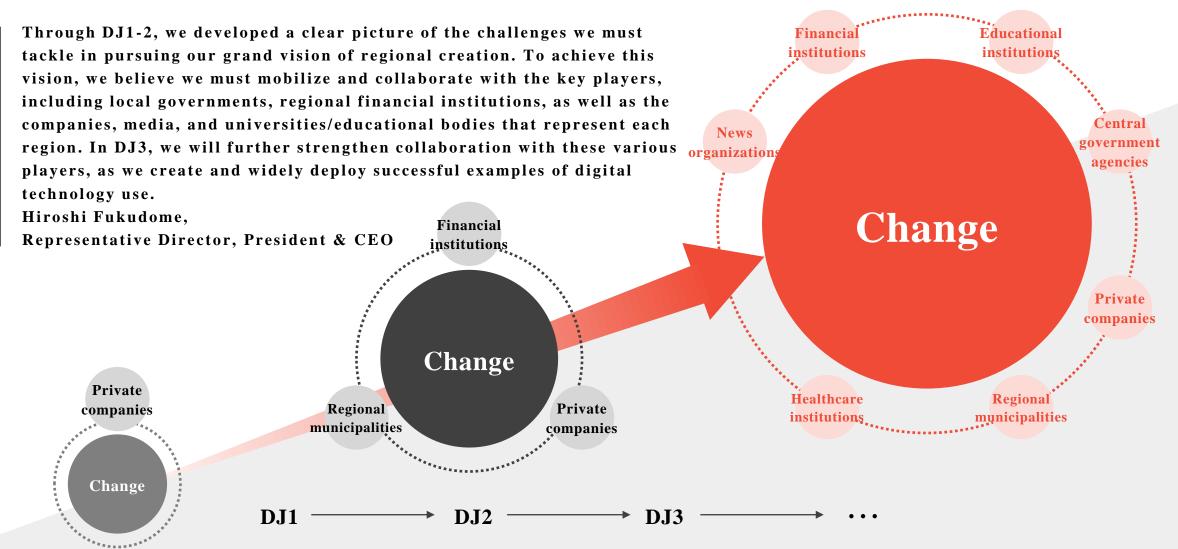
DJ2 brought significant progress in building partnerships around the grand vision of "regional creation" *1



^{** 1} Group companies (excl. SPCs): 19 subsidiaries, 6 affiliates as of March 31, 2025

Long-Term Vision

Becoming hub for key players, underpinning the national push for regional creation



DJ2 Recap

- Surpassed the revenue and operating profit targets set out in our revised mid-term business plan, released on May 15, 2024
- Laid the foundations for DJ3 growth with 9 M&As, including EG and fundbook

	FY21/9	FY2	Vs. Target	
(百万円)	Results	Revised target	Actual	vs. iaiget
Revenue	15,653	45,000	46,387	103%
CAGR		35.2%	36.4%	
Operating profit	5,985	13,000	13,515	104%
CAGR		24.8%	26.2%	
Profit attributable to owner of parent	4,104	8,069	7,532	93%
CAGR		21.3%	18.9%	

DJ2 Outcomes

Through wide-ranging collaborations with local governments, private companies, and regional financial institution, we are close to becoming the only corporate entity capable of driving regional creation.

NEW-IT
Transformation

■ Early establishment of cybersecurity business through acquisition of EG & IDR

■ With acquisition of fundbook, entered the M&A brokerage business, essential for regional creation

■ Expanded services and a higher value-added take rate helped Furusato Choice grow as a stable revenue base

■ Established a competitive advantage in local government DX sales by capturing an overwhelming market share with the LoGo series

Management structure

- Capital & business alliance with SBI Holdings accelerated collaboration with regional financial institutions, adding to our customer base of local governments & private firms
- Strengthened Group management with shift to holding company structure

Local governments served

1,733^{×1}/1788

(over 95% of all municipalities)

Regional financial institutions affiliated with the SBI Group

91^{×2}

Companies served

1,636**3

 $^{\,\,\%\,1}$ Number of local governments contracted with Furusato Choice as of April 30, 2025

^{※2} From SBI Holdings Integrated Report 2024

^{**3} Number of companies with transactions recorded in our revenues for FY25/3 (excl. transactions within the Group & municipalities counted in the the number of local governments served)

DJ3 Challenges

- M&As conducted in DJ2 (EG, fundbook, etc.) have enhanced the solutions we can offer in response to regional challenges
- In DJ3, we will work with diverse stakeholders to tackle issues from a customer-centered perspective, building a model for regional creation that only the Change Group can deliver

Regional challenges	Lack of fundi	ng	Personnel shor	tages	Risk management	
Value we offer	Creating flow of for toward regi		Providing div		Handling cyber risks	
Services provided	Regional of the Regional of th	Tourism (inbound), etc.	Public-sector DX Local government DX support	Private-sector DX, M&A brokerage • Private-sector DX support • HR development • M&A brokerage	Cybersecurity Comprehensive cybersecurity solutions	
Stakeholders	akeholders Regional municipalities		Financial institutions	Priv comp	• • •	

DJ3 Financial Targets

■ In FY28/3, aim to achieve operating profit of 18 to 23 billion yen, and EPS of 160 to 200 yen

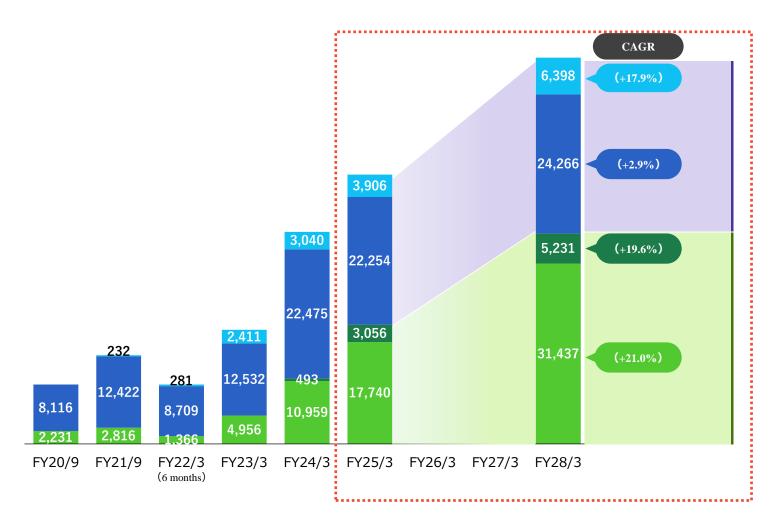
■ Performance target-based stock options issued in 2024 can be exercised as follows: 50% if pre-tax profit reaches 18 billion yen,

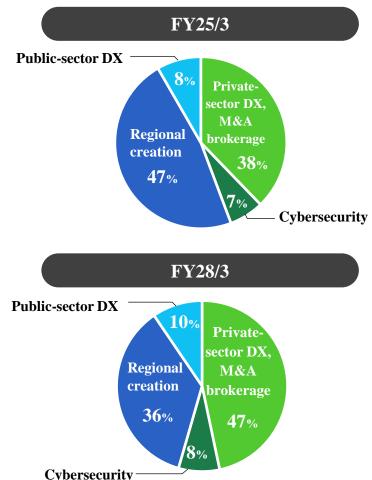
100% at 23 billion	FY25/3	FY28	3/3	3-Year CAGR (profit)	margin = difference)
(million yen)	Results	Lower	Upper	Lower	Upper
Revenue	46,387	67,000	86,000	+13.0%	+22.8%
■ NEW-IT Transformation	20,797	36,668	-	+20.8%	-
■ Publitech	26,160	30,665	-	+5.4%	-
Operating profit	13,515	18,000	23,000	+10.0%	+19.4%
■ NEW-IT Transformation	6,080	9,358	-	+15.5%	-
■ Publitech	13,045	15,272	-	+5.4%	-
Operating profit margin	29.1%	26.9%	26.7%	-2.3%	-2.4%
■ NEW-IT Transformation	29.2%	25.5%	-	-3.7%	-
■ Publitech	49.9%	49.8%	_	-0.1%	-
Profit attributable to owner of parent	7,532	11,000	14,000	+13.5%	+22.9%
EPS	107.49	160	200	+14.2%	+23.0%
ROE	18.7%	18%	22%		
Dividend per share	20.9 yen	31 yen	33 yen		

 $[\]ensuremath{\mathrm{\mathcal{W}}}$ Upper targets include M&A contributions and are therefore not broken down by segment

Financial Target Assumptions -Revenue Growth by Domain-

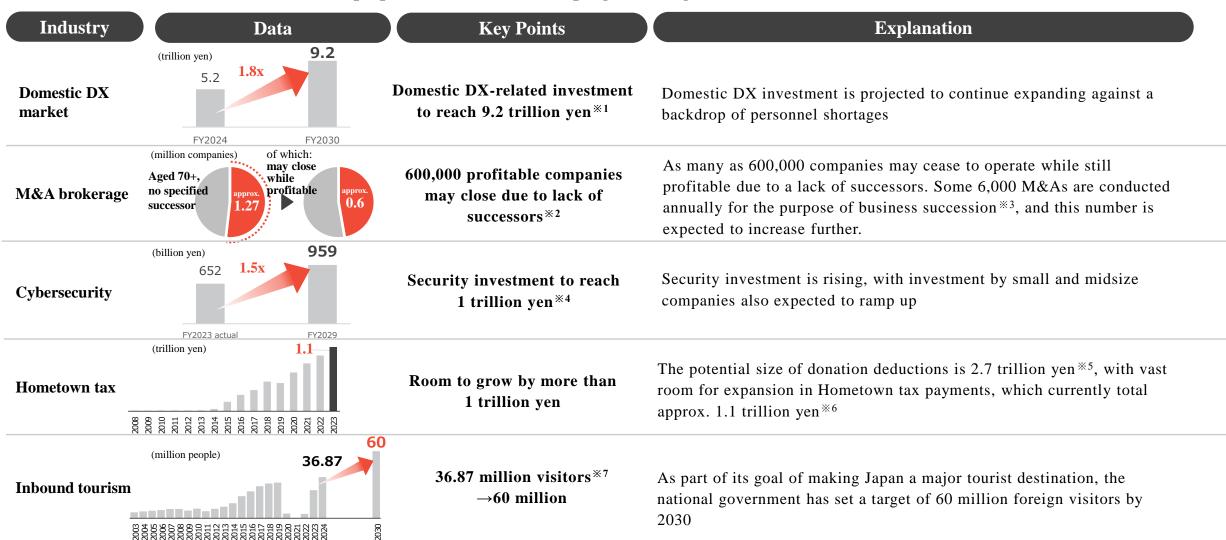
NEW-IT Transformation will drive growth in DJ3





Key Market Outlook





^{**1} From Fuji Chimera Research Institute press release on "2025 Digital Transformation Market Future Outlook - Market Edition" (2025/4/24)

^{*2} From SME Agency, "Comprehensive Support Package for Third-Party Succession"

^{*3} Combined total of actual 2023 M&As announced by the Organization for Small & Medium Enterprises and Regional Innovation and FY2023 M&As announced by the SME Agency *4 From Fuji Chimera Research Institute report, "2024 Network Security Business Survey Overview - Market Edition"

^{%5} Calculated as 20% of individual inhabitant tax receipts in FY2024/3, from "White Paper on Local Public Finance, 2025" *6 From Local Tax Bureau, "Hometown Tax Survey Results (FY2025/3)"

^{*7} From Japan National Tourism Organization (JNTO), "Japan Tourism Statistics"

NEW-IT Transformation: Private-sector DX, M&A brokerage

Build services that help to solve labor shortages through a combination of technology & BPO services, and accelerate business succession in regional areas through our M&A brokerage business

Business	Revenue/CAGR	Business Strategy
ВРО	10.6 billion yen (+6.2%)	Performance assumptions Organic growth in social support domain, etc., without factoring in Group synergies Focal areas Curb SG&A and elevate BPO offerings through business operation/process AI development Other In the medium term, aim to offer BPaaS for municipalities and the construction industry
M&A brokerage	2.2 billion yen (Q4 only*1) 10.3 billion yen (+65.3%) (adjusted +23.6%*1)	Performance assumptions Hiring consultants leads to increase in contracts Focal areas Boost contracting rate by generating quality leads via regional networks (financial institutions, etc.) Other Establish menu of services that increase value for both buyers and sellers as well as brokers
Training/consulting, DX tools	4.8 billion yen (+20.1%)	Performance assumptions Focal areas [Consulting] Redefine business domain with a view to expanding scale [DX tools] Expand DFA's robot service offerings, and expand sales of location information services through beacapp's partnerships with office/real estate DX players Other Promote customer contact DX (unstaffed AI agents) using the ROOMS online business discussion system
Total	17.7 billion yen (+21.0%)	·
M&A strategy	development, data analysis, DX	g & engineering personnel needed to fulfill demand for consulting services related to AI K implementation, etc. It tools) with the intention of cross-selling to our customer base

^{* 1} Adjusted CAGR: 3-year CAGR based on fundbook's actual full-year revenue for FY25/3, incl. prior to consolidation

NEW-IT Transformation: Cybersecurity

Strengthen sales channels and solutions through alliance strategy, including M&As, paving the way to become a one-stop comprehensive cybersecurity provider

Business	Revenue/CAGR	Business Strategy
Organic	3 billion yen (+19.6%)	Performance assumptions Focal areas Expect EGSS & IDR growth to accelerate through high-touch sales leveraging our customer base Establish vertical services, from consulting to operations Strengthen sales channels (SMBC CyberFront, PRONEXUS, etc.) Other Establish service structure for mid-sized regional companies, and launch new security services in fully cloud-based environments
M&A strategy	■ SOC/security solutions doma	in

Publitech: Regional Creation

Maintain Hometown tax business foundations and prepare next growth domain

Business	Revenue/CAGR	Business Strategy
Hometown tax	21.6 billion yen (+1.3%)	Performance assumptions Despite moderate growth expected for the Hometown tax market as a whole, revenue is forecast to remain level in light of changes to the competitive environment (prohibition on offering points & Amazon entry). Expect to offset the risk of declining Furusato Choice revenues with OEM sales Focal areas Respond to the changes in new user acquisition channels brought about by the points prohibition Increase number of client municipalities by strengthening the logistics-related business and helping to reduce the burden on local governments with distribution management services specialized in Hometown tax thank-you gifts
Other (Tourism, carbon)	0.5 billion yen (+44.9%)	Performance assumptions Alongside solid growth for Travel Zip, aim to generate approx. 1 billion yen in new revenue from the inbound tourism promotion and carbon credit businesses Focal areas Strengthen inbound tourism promotion business through JV established with WAmazing Launch carbon credit business that draws on TCS's customer base, which accounts for approx. 40% of forestry enterprise associations
Total	22.2 billion yen (+2.9%)	
M&A strategy	■ Strengthen business in the tou	rism and hometown tax domains

Publitech: Public-Sector DX

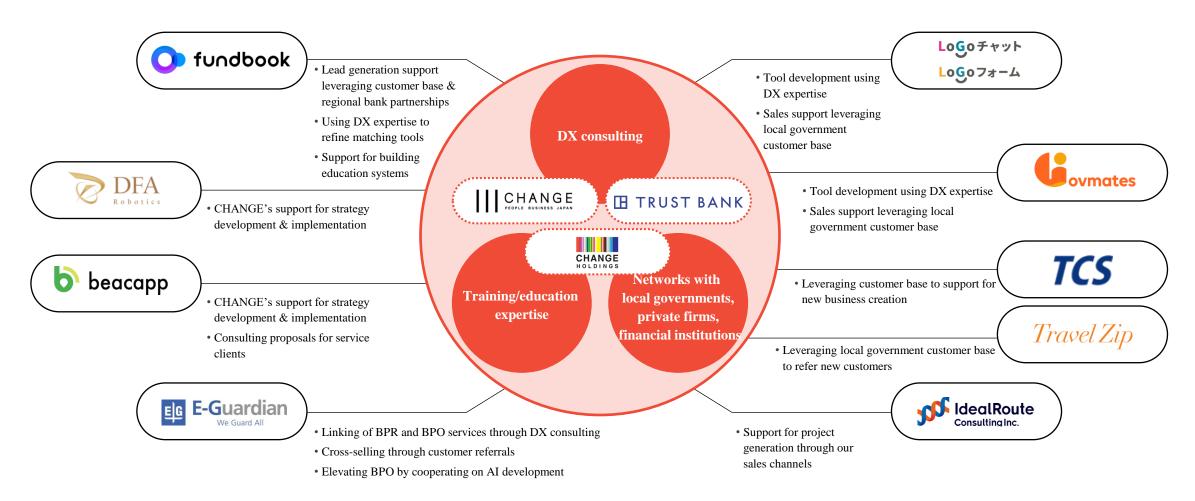
Establish services/systems to generate revenue by leveraging our strengths in selling to local governments and municipal BPR consulting

Business	Revenue/CAGR	Business Strategy
Organic	3.9 billion yen yen (+17.9%)	In addition to the impact of TCS's inclusion in full-year consolidated results*1, anticipate continued growth and cross-selling for the LoGo series, as well as the securing of major projects by optimizing Govmates' resources (conservative outlook for central government agencies) Focal areas Expand into quasi-public sectors (education, fire service, etc.) & cross-sell LoGoAI assistants Optimize Govmates' resources (focus on central government agencies) & establish a profitable structure for BPR Other Create model for charging residents/businesses as a new business, leveraging our strength in local government connections
M&A strategy	■ Acquire products to expand s ■ Acquire personnel to strength	•

^{*1} Having become a subsidiary in September 2024, TCS is only included in consolidated results for the second half of FY25/3

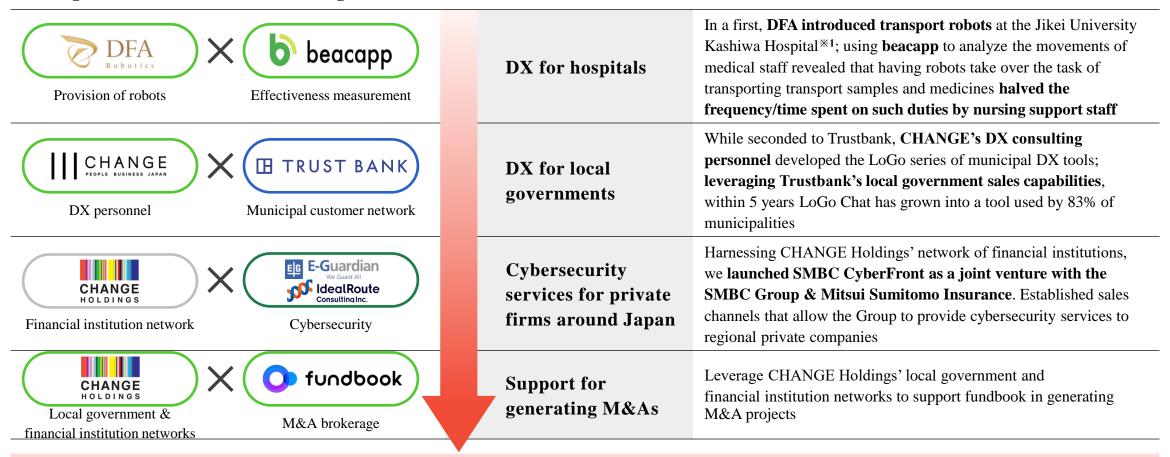
Synergy-Generating Core Competencies

Create synergies by leveraging CHANGE & Trustbank's expertise in DX consulting, education & training, and networks of local governments, private companies, and financial institutions



Synergies to be Pursued in DJ3

In DJ3, we will generate various synergies centered on DX. Over the medium term, the Group will seek to establish structures that enable greater utilization of our management resources

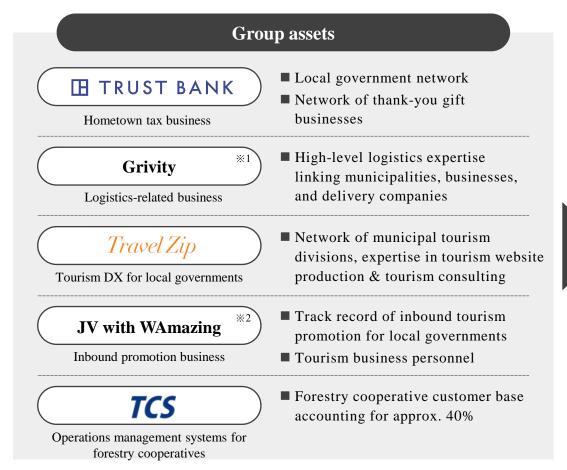


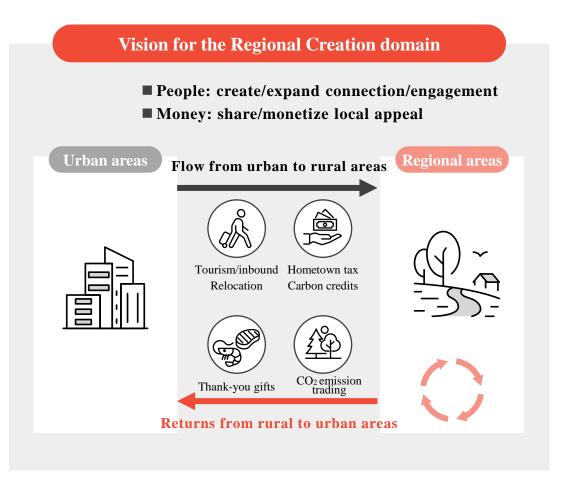
Spark synergies in each area by combining expertise centered around DX

^{* 1} According to our Group's research (as of March 2025), this is the first case of a KEENON W3 being introduced in a hospital

Vision for the Regional Creation Domain

- Revitalize local economies by leveraging the Group's assets to drive the flow of people and money
- Strengthen efforts in inbound tourism, where particularly strong growth is anticipated





^{**} I Grivity was established as a CHANGE Holdings subsidiary on 2025/4/1 by spinning off Trustbank's supply chain management (SCM) business

^{*2} Currently preparing to launch a joint venture with WAmazing, which operates multiple tourism businesses and possesses inbound tourism marketing expertise

Full Entry into Inbound Tourism Business

Planning to establish a joint venture in Q2 by spinning off two businesses from tourism firm WAmazing, expanding our inbound tourism promotion business

Regional tourism DX business

Inbound tourism promotion support and consulting services for local governments

Inbound marketing partner business

Inbound tourism promotion support and consulting services for private companies

Background

- The Japanese government has set targets of boosting the number of tourists visiting Japan from 36.87 million in 2024 to 60 million by 2030, and the amount of inbound travel spending from 8.1 trillion yen to 15 trillion
- To stimulate the flow of people and money to regional areas, it is important to communicate the appeal of these regions and create systems that encourage local consumption
- Inbound tourism promotion is an essential piece of this puzzle

Combined assets



TRUST BANK Travel Zip

- Expertise & track record in tourism website/content creation
- Network of municipalities, tourism federations/associations

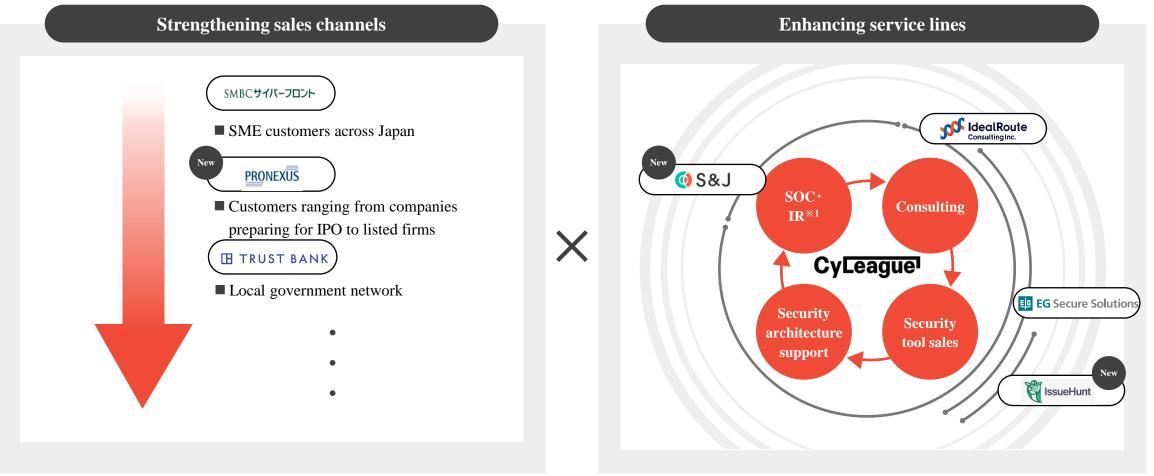




- Founded in July 2016 by Fumiko Kato, who previously launched Jalan.net at Recruit Co., Ltd., and as the Jalan Research Center's chief researcher was engaged in developing businesses with the aim of energizing regions through tourism
- Expertise & track record in inbound tourism promotion
- Extensive data on OTA business members

Basic Strategy for Cybersecurity Domain

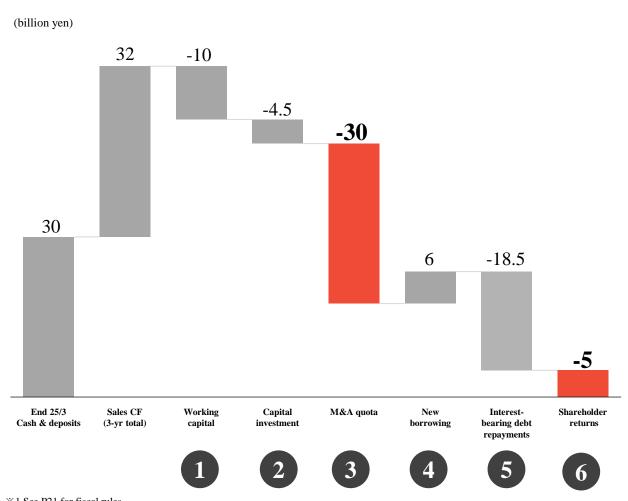
- Leverage the Group's networks to strengthen sales channels and enhance service lines through M&As and alliances
- Began working with PRONEXUS, which handles disclosure duties for 2,300 listed companies, seeking to jointly support cybersecurity governance for both listed firms and those preparing to list
- Provide cybersecurity services, from major corporations to regional SMEs and local governments



**1 IR stands for incident response, referring to the series of processes through which an organization seeks to minimize damage, accelerate recovery, and prevent recurrence in the event of a cyberattack or other security incident

Capital Allocation Policy

Over 3 years, plan to allocate 30 billion yen for M&As and around 5 billion yen for shareholder returns, based on a DOE of 3.6%



- Capital investment in software, offices, etc.
- 3 Establish M&A quota of 30 billion yen
- Utilize borrowings effectively within the scope of fiscal rules*1
- Estimated repayments of existing loans and lease liabilities **2
- 6 Dividends based on DOE of 3.6%

Secure necessary cash reserves as working capital

^{%1} See P21 for fiscal rules

^{*2} Lease liabilities consist mostly of office rental, and are expected to be approx. 2.5 billion yen

^{*3} M&A quotas may be flexibly revised if financial metrics or market assumptions vary significantly from current levels

Shareholder Returns Policy in DJ3

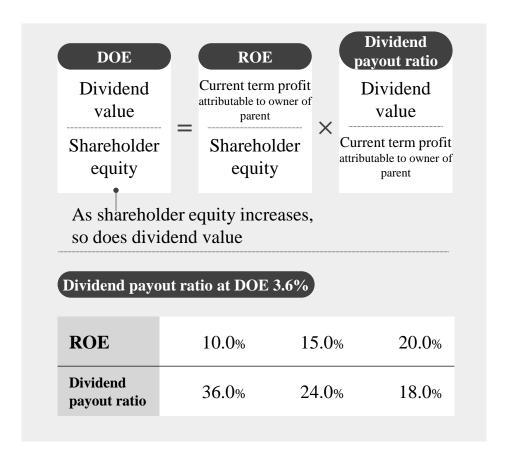
DOE of 3.6% with a minimum dividend payout ratio of 15%

Why DOE?

- As part of the company's fiscal rules, our policy is to keep risk assets (goodwill, etc.) within the level of shareholder equity, as we look to secure investment capacity for future M&As while expanding shareholder equity through operating cash flow. By determining dividends based on shareholder equity, we can deliver dividends that reflect a balance between investment and returns.
- We will continue our policy of growth investment (incl. M&As) in DJ3, and while impairment losses, etc. may cause ROE to decline, we will nonetheless aim for stable dividends based on DOE.

What is your position on treasury stock?

If we are unable to fully employ our M&A quota in DJ3 or end up with a surplus, we will consider repurchasing stock based on share prices and supply/demand.



Our Three Fiscal Rules

Continuing to make growth investments while upholding three indicators of fiscal health

	Indicator	Company rule	Assessment of capacity at en	d of FY25/3
1	Net debt ÷ EBITDA ratio	≤ 2	 Net interest-bearing debt ¥4.2b^{*1} ■ EBITDA ¥16.5b^{*2} ×2 − ¥4.2b^{*1} 	→ 28.7 billion yen financing capacity
2	Net debt ÷ shareholder equity	≤ 50 %	 Net interest-bearing debt ¥4.2b^{*1} Shareholder equity ¥41.2b^{*1} ×0.5 − ¥4.2b^{*1} 	→ 16.3 billion yen financing capacity
3	Risk assets ÷ shareholder equity	≤ 100 %	■ Risk assets ¥37.5b ^{**1} (goodwill/intangible assets) ■ Shareholder equity ¥41.2b ^{**1} — ¥37.5b ^{**1} (when accounting for surplus increase +¥6.4b ^{**2})	→ 3.6 billion yen (¥10.1b*3) investment capacity

Although investment capacity has temporarily contracted, retained earnings are expected to increase by 23 billion yen in DJ3, which would enable an M&A quota of 30 billion within our fiscal rules

^{* 1} Based on results at end of FY25/3

^{※2} Based on FY26/3 forecast

^{*3} Valuation after accounting for the increase in retained earnings in FY26/3

ESG Strategy

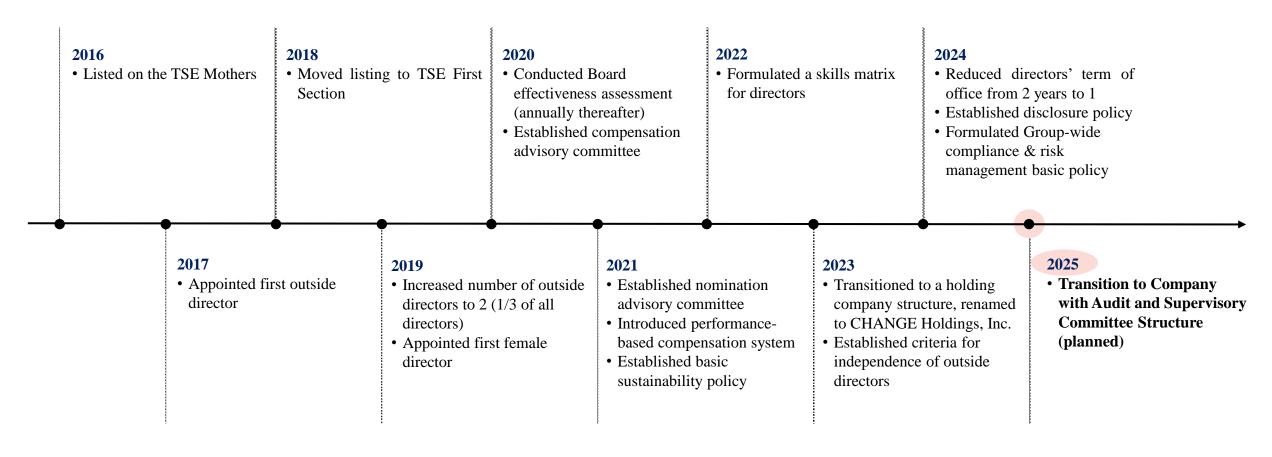
We believe that an ESG-driven mindset is essential for creating a sustainable Japan by improving productivity, and are pursuing various initiatives toward this end

Area	Example initiatives
Environment	■ Launch of carbon credit business leveraging TCS's customer base, which includes approx. 40% of Japan's forestry enterprise associations
	■ Donation-based crowdfunding to tackle local social issues ■ Furnisate Choice Disaster Policies, a system for collecting donations to aid the recovery and reconstruction of disaster.
	■ Furusato Choice Disaster Relief, a system for collecting donations to aid the recovery and reconstruction of disaster-affected municipalities
Social	 In FY24, conducted 10+ hours of reskilling training for approx. 250 employees at 7 Group companies, on areas such as use of generative AI. Plan to continue such training in the future Aiming to boost participation in our employee stock ownership program from 18.2% to 30% by expanding 3
	aspects (incentive 5% \rightarrow 30%, contribution limit \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
	■ By adding professional dance team Septeni Raptures to the Group, we plan to use the Group's assets to invigorate regional areas through dance *1
Governance	■ Accelerating decision-making and strengthening supervisory functions by transitioning to a Company with Audit and Supervisory Committee Structure
	■ Improving stakeholder engagement by formulating and enacting policies for disclosure, human rights, etc.

^{* 1} Discussions are in progress, following the conclusion of a basic agreement regarding share transfers with Septeni Holdings Co., Ltd.

Corporate Governance Developments

Pending approval at the annual general shareholders' meeting scheduled for June 2025, we plan to transition to a Company with Audit and Supervisory Committee Structure, seeking to strengthen the Board's oversight function and speed up decision-making by transferring authority from directors to the executive



Appendix

List of Group Companies

Segment	Domain	Company Name	Abbr.	Business	Stake	Start of PL Consolidation
		CHANGE, Inc.	_	Training (digital talent development, etc.) and DX consulting	100%	-
		E-Guardian Inc. (BPO business)	EG	Extensive BPO offerings (social media post monitoring, ad screening, CS support, etc.)	50.4%	Oct 2023
		fundbook, Inc.	_	M&A brokerage	100%	Jan 2025
	Private-sector DX, M&A brokerage	DFA Robotics, Inc	DFA	Provision of robotic solutions (serving robots, etc.)	79.2%	Oct 2022
NEW-IT Transformation		beacapp Inc.	_	Services utilizing beacons and sensors to provide visual location information	71.3%	Mar 2021
Transion mation		Digital Growth Academia Group	DGA	DX talent development for companies (training, e-learning, etc.)	49.9% (equity method)	Feb 2021
		Cyleague Holdings, Inc	CyLeague	Intermediate holding company dedicated to the cybersecurity business	100%	Dec 2023
	Cybersecurity	EG Secure Solutions Inc.	EGSS	Provision of cybersecurity solutions (self-developed WAF, vulnerability assessment, etc.)	50.4%	Oct 2023
		IdealRoute Consulting Inc.	IDR	DX consulting and consulting-based comprehensive cybersecurity solutions	91.8%	Apr 2024

List of Group Companies

Segment	Domain	Company Name	Abbr.	Business	Stake	Start of PL Consolidation
		TRUSTBANK, Inc.	_	Businesses specialized in regional creation (Hometown tax payments, etc.)	100%	Nov 2018
		Travel Zip Co., Ltd.	_	Local government tourism website production, tourism consulting, etc.	65.0%	Feb 2023
	Regional creation	Grivity	_	Hometown tax-related logistics	100%	_
		Orb, Inc.	_	Development and provision of Orb DLT distributed ledger technology	95.2%	Feb 2020
Publitech		CHANGE Kagoshima, Inc.	_	Investment in startups that solve social issues and contribute to regional sustainability	35.0% (equity method)	Jul 2022
T ublicen		Govmates, Inc	_	Local government DX support (municipal BPR consulting, etc.)	100%	Apr 2022
		Toko Computer Service Co., Ltd.	TCS	ICT for local governments/education, sale of systems for forestry cooperatives	100%	Oct 2024
	Public-sector DX	Upclose, Inc.	-	Local government DX support, leveraging extensive national & municipal administrative experience	100%	Nov 2023
		Governance Technologies, inc.	-	Technology company promoting local government DX	64.3%	Apr 2023
		HOPE, INC.	_	Operation of apps for sharing local government information and media for municipal employees, support for local government sales activities by private companies	16.6% (equity method)	Jan 2023

Group Mission & Vision



Our Mission

Change People, Change Business, Change Japan.

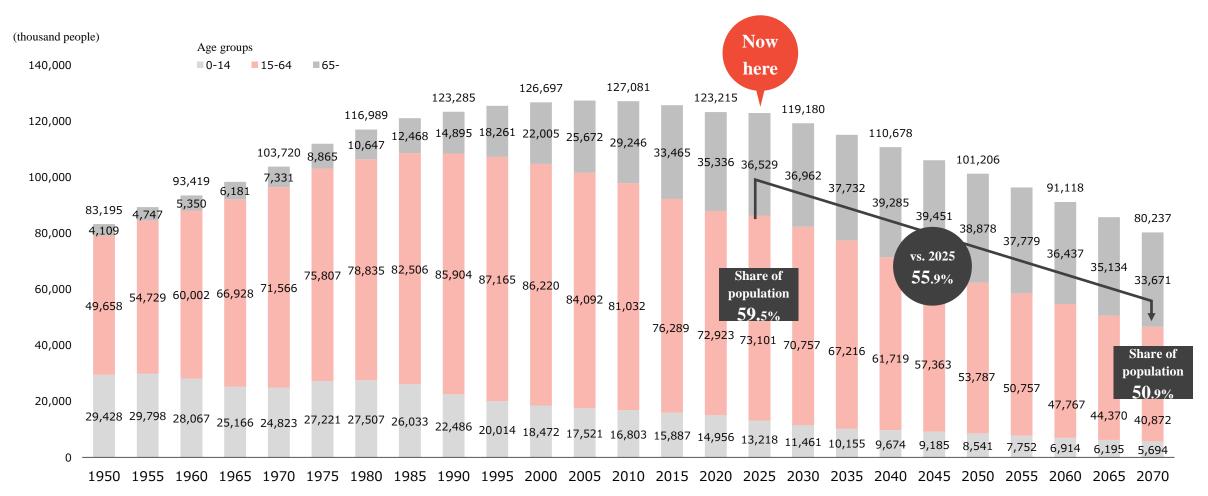
VISION

Our Vision

Change Productivity

Our Challenge—From Problem to Crisis

Japan's working-age population will roughly halve by 2070, falling to just 50% of the total population.



Source: National Institute of Population and Social Security Research "Population Projections for Japan (2023)" (https://www.ipss.go.jp/pp-zenkoku/j/zenkoku/2023/pp2023_gaiyou.pdf)

[From 2025] Figure 1-3: "Total population by age group (0-14, 15-64, 65+) and age structure coefficient: low fertility (medium mortality) projection"

[To 2020] Compiled by CHANGE based on Table 1 "Total population by age group (0-14, 15-64, 65+) and age structure coefficient: 1950-2020"

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