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November 12, 2026

For Immediate Release

Company E-Guardian Inc.
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(Code: 6050,
Prime Market of the Tokyo Stock Exchange)
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Announcement regarding the Conclusion of a Share Transfer Agreement for Acquiring Shares of Pentio Co., Ltd. (for 100% Consolidation)

The Company (hereinafter, simply "we") hereby announces that, at the meeting of the Board of Directors held today, we resolved to enter into a share transfer agreement for the purpose of acquiring the shares of Pentio Co., Ltd. (hereinafter, "Pentio") and making it our wholly-owned subsidiary (hereinafter, the "Share Acquisition"), as described below.

Details

1. Reason for the Share Acquisition

In recent years, cyber attacks have become increasingly sophisticated and advanced along with the remarkable evolution of generative AI, and the security environment surrounding companies has become even more complex. Security risks are recognized as serious threats to social infrastructure and people's lives, and demand in the cyber security market is expected to continue to grow. In particular, as an increasing number of companies are unable to take sufficient countermeasures on their own, it is becoming more important not only to prevent and defend against attacks as before, but also to minimize damage through early detection and rapid response and recovery.

In this environment, our Group has been operating a wide range of Internet-related businesses as a comprehensive Internet security company under our management philosophy "We Guard All." To respond quickly to diversifying market demand and accelerate business growth in the cyber security field, we have decided to acquire 100% of the shares of Pentio and make it our wholly-owned subsidiary.

Pentio has strong integration capabilities in the "authentication and access control domain (the entry point to security)," including OneLogin (IDaaS) and SecureW2 (PKI/RADIUS). Going beyond acting as a sales agent for overseas products, Pentio has an extensive track record and technical know-how in reliably integrating these products with Japan-specific systems and the complex internal systems of Japanese companies, which is the source of its competitiveness. The authentication and access control domain that Pentio covers is an important starting point for meeting advanced needs such as early detection and rapid response and recovery. To maximize detection speed, it is essential to move away from conventional perimeter-based defense, which assumes that "inside the company is safe and outside is dangerous," and to adopt "zero trust," which strictly verifies all access regardless of whether it comes from inside or outside the company.

In addition, the extensive implementation and operational support provided by Pentio functions as an advanced strategic approach that significantly lowers customers' barriers to adoption, promotes the wide use of its services, and prevents cancellations. The "strong relationships of trust with customers" built on its extensive track record with connectors and the high customer loyalty that Pentio maintains are truly its core assets.

On November 5, 2026, Pentio announced that it had concluded a sales partner agreement with Obot AI of the U.S. for Obot AI's service, which controls access by AI agents to business systems in terms of authentication and authorization. As a result, in addition to people (OneLogin) and devices (SecureW2), Pentio will also cover the authentication of AI agents, further expanding the areas it serves.

２． Main Business Synergies Expected from the Share Acquisition

Through the Share Acquisition, we expect to create synergies mainly in the following areas:

I. Promoting cross-selling by utilizing our mutual customer bases

We will achieve early sales growth by providing Pentio's authentication solutions (OneLogin, SecureW2, etc.) to our Group's existing customers and providing our services (vulnerability assessment, WAF, BPO operations, etc.) to Pentio's customers.

II. Improving sales efficiency and profit margins through mutually complementary sales structures

By combining Pentio's advanced technical proposal capabilities with our sales resources and approach know-how, we will accelerate the acquisition of projects and contribute to improving the sales efficiency and profit margins of the entire Group.

III. Acquiring a portfolio of overseas security products

By acquiring the distribution rights for overseas security products and the know-how for integration with domestic systems that Pentio has cultivated, we will quickly expand the lineup of solutions our Group can offer to customers.

IV. Strengthening the recurring, high-profit model and improving the marginal profit ratio

Leveraging the high continued-use rate (recurring nature) characteristic of authentication and ID management platforms, we will raise the ratio of recurring sales for the entire Group. In addition, by optimizing and standardizing support operations, we will curb cost increases associated with sales growth and strengthen our earnings structure so that the marginal profit ratio improves continuously.

V. Building a structure to provide consistent services from product implementation to operation

The authentication solutions provided by Pentio offer authentication functions such as multi-factor authentication as products, and the day-to-day operational work that arises after implementation is mainly handled by the implementing companies themselves. This work continues to arise after implementation and places a heavy burden on companies. In addition, if operations are not sufficiently maintained, the products cannot fully deliver their inherent security effects. Products deliver their intended effects only when they are properly selected, reliably connected to existing systems, and continuously monitored after implementation. Through the Share Acquisition, we aim to combine these products with the operational know-how our Group has cultivated through its 24/7 structure and build a structure that provides consistent services from product implementation to operation. In this way, we will reduce customers' operational burden and enhance the effectiveness of security measures at implementing companies.

After the Share Acquisition, Mr. Haruhiko Hasegawa, Representative Director of Pentio, will continue to participate in its management. In addition, Mr. Ushio Naito, Executive Officer in charge of our Group's cyber security business, is scheduled to assume the position of Vice President of Pentio after the Share Acquisition. While making full use of Mr. Hasegawa's vendor relationships and advanced expertise, we will further accelerate the expansion of business areas across the Group by providing monitoring and operation services that leverage our Group's 24/7 operation structure, and by building a SIEM platform that uses the SIEM/XDR products handled by Pentio to visualize complex threats that are difficult to detect with a single product. Through these efforts, we will establish a service system that consistently covers everything from measures against external intrusion to internal access control and expand our business base in the cyber security field, thereby increasing our Group's corporate value over the medium to long term.

3. Overview of the Subsidiary to be Transferred

(1) Name	Pentio Co., Ltd.	
(2) Address	2-17-4 Nagatacho, Chiyoda-ku, Tokyo	
(3) Title/name of representative	Haruhiko Hasegawa, Representative Director	
(4) Business	Cloud-based security solutions business (sales, implementation and operational support of IDaaS, PKI/RADIUS, AI agent governance, SIEM/XDR, etc.)	
(5) Share capital	20 million yen	
(6) Date of establishment	September 1998	
(7) Major shareholders and percentage of shares held	Haruhiko Hasegawa: 95.64% (263 shares) Satoko Hasegawa: 3.27% (9 shares) Toshimichi Ueda: 1.09% (3 shares)	
(8) Relationship with the Company	Capital relationship	Not applicable.
	Human relations	Not applicable.
	Business relationship	Not applicable.

(9) Results of operations and financial position for the last 3 years (in thousands yen)			
Fiscal year end	Year ended February 29, 2024	Year ended February 28, 2025	Year ended February 28, 2026
Net assets	388,725	363,582	469,144
Total assets	883,383	950,152	1,052,329
Net assets per share (yen)	1,413,545	1,322,116	1,705,978
Net sales	620,310	716,014	660,073
Operating income	217,063	214,574	160,338
Ordinary income	218,988	222,565	166,093
Net income (loss)	146,813	(25,143)	105,562
Net income (loss) per share (yen)	533,865	(91,429)	383,861

4. Outline of the Counterparty to the Share Transfer Agreement

(1) Name	Haruhiko Hasegawa
(2) Address	Sumida-ku, Tokyo
(3) Relationship with the Company	There are no capital, human or business relationships to be noted between us and the individual.

(1) Name	Satoko Hasegawa
(2) Address	Sumida-ku, Tokyo
(3) Relationship with the Company	There are no capital, human or business relationships to be noted between us and the individual.

(1) Name	Toshimichi Ueda
(2) Address	Shibuya-ku, Tokyo
(3) Relationship with the Company	There are no capital, human or business relationships to be noted between us and the individual.

5. Number of Shares Acquired, Acquisition Price, and Shareholding Before and After the Acquisition

(1) Shares owned prior to the transaction	0 shares (Number of voting rights: 0) (Percentage of voting rights: 0.0%)
(2) Number of shares acquired	275 shares (Number of voting rights: 275)
(3) Shares owned after the transaction	275 shares (Number of voting rights: 275) (Percentage of voting rights: 100.0%)

The acquisition cost is as follows:

Acquisition cost	Expenses related to acquisition of common stock	2,000 million yen
	Advisory expenses, etc. (approximate amount)	7.8 million yen
	Total (approximate amount)	2,007.8 million yen

6. Schedule

(1) Board resolution	November 12, 2026
(2) Date of the share transfer agreement	November 12, 2026
(3) Date of share acquisition	December 1, 2026 (planned)

7. Future Outlook

We are currently examining the impact of the Share Acquisition on our consolidated results for the fiscal year ending September 2027, and we will promptly inform you of any issues that should be announced in the future.

End

Making Pentio a Wholly-Owned Subsidiary (1)

E-Guardian
We Guard All

Welcoming authentication and ID management professionals to the E-Guardian Group

"Who can access which system from which device" — a specialist company guarding the entrance to internal systems

Company Profile

Pentio Co., Ltd.

Founded	September 1998
Address	Chiyoda-ku, Tokyo
Business	Cloud-based security business: IDaaS, PKI/RADIUS, AI agent governance, SIEM/XDR, etc.

Financials (FY2/2026, end of Feb.)

Net sales	Operating income
660 Millions of yen	160 Millions of yen
Net cash	**Net assets**
868 Millions of yen (No debt)	469 Millions of yen

Operating margin 24.3%

Value Pentio provides to customers

Employees only need to remember one password — OneLogin

Single login to growing cloud services such as Microsoft 365, Salesforce and Slack

Onboarding, offboarding and transfers are handled in one place — OneLogin

No need to create/delete accounts per service; no forgotten accounts of leavers

Access only from company-approved devices — SecureW2

Certificates block access from personal PCs and unknown devices

Pentio's strengths

Overseas product sourcing	Strong integration	OneLogin: 13 yrs, 350+ clients	Recurring revenue
Selects the latest global products	Reliably connects to Japanese systems	Mid-sized to large clients	High retention rate

The more cloud use spreads, the heavier "entrance management" becomes. Pentio lightens that burden.

Making Pentio a Wholly-Owned Subsidiary (2)

E-Guardian
We Guard All

Why "OneLogin × Pentio" is chosen

Not enterprise pricing/setup burden, nor small-business features—filling the "mid-sized company" gap

Item	OneLogin (sold by Pentio)	Okta	Microsoft Entra ID	Japanese IDaaS
Price (per user per month)	**Approx. ¥650-1,200**	¥940-2,670 Minimum contract: $1,500/year	Approx. ¥900 (included in upper M365 plans)	¥500-1,500
Implementation burden	**Pentio supports integration Up and running quickly**	Built by a major SIer Initial cost of ~¥10 million	AD operation and conditional access must be designed in-house	Set up in-house
Integration	**Extensive record of connecting to Japanese SaaS and internal systems**	Mainly overseas SaaS Japanese integration depends on SIer	Strong with Microsoft products Other SaaS requires customization	Limited integrations
Device authentication by certificates (PKI/RADIUS)	**Combined with SecureW2 Fully cloud-based**	On-premises agent installation required	No RADIUS function; NPS, etc. required separately	Often not supported
Main customers	**Mid-sized (100-1,000) to large companies Many SaaS, mixed Mac use**	Large companies (1,000+)	Microsoft 365-centric Windows-centric environments	Small (up to 100)

SecureW2 also works with Okta and Microsoft Entra ID—"device authentication by certificates" can be offered to companies using other IDaaS, expanding the customer base

* Prepared by the Company based on each company's public information (as of November 2026). Prices and terms are subject to change.

Making Pentio a Wholly-Owned Subsidiary (3)

E-Guardian
We Guard All

Today, AI is walking around inside companies with employees' "ID badges"

Among the first in Japan to offer a fix (sales partner agreement with Obot AI of the U.S., Nov. 5, 2026)

! What is happening inside companies now

Employee
or AI agent
→
Internal systems
Slack, GitHub, etc.
→
AI
Claude Code, ChatGPT

Uses the employee's ID as is

AI enters as "the employee"—the same as lending out an ID badge

No one knows how far the AI has looked

Even if it reads customer data or designs, no one notices

Unknown AI is running

Tools installed by employees connect to internal data

Cannot be explained in audits

No record of "who did what"

✓ With Obot

Employee
→
Obot
→
Internal systems
→
Obot
→
AI

AI-only pass checked and logged

Stop lending ID badges; issue AI-only passes

Decides each time whether to allow access

Sets the accessible scope by department and role

Records every operation

Logs when, for whom, and which internal data was passed to which AI

Finds AI unknown to the company

Detects and stops unapproved tools on devices

All 3 IDs covered

People — OneLogin
+
Devices — SecureW2
+
AI agents — Obot

Few companies in Japan cover all 3

Only a few companies worldwide have a mechanism like Obot. Pentio concluded this agreement after comparing several of them.
None of them has a sales structure in Japan, and such mechanisms are rarely deployed in Japan. Pentio secured the "entrance" before business use of AI takes off.

Making Pentio a Wholly-Owned Subsidiary (4)

E-Guardian
We Guard All

"Select" × "Connect" × "Watch over"——only all 3 together create new value

Purpose: to build a Group structure that provides consistent services from implementation to operation

Customer issues

Authentication products create daily work: account handling for joiners/leavers/transfers, MFA re-registration, access reviews.
Without someone watching over them, products fall short (heavier burden for firms with only 1-2 IT staff)

"Select" Products — Pentio

Selects and procures world-class products itself

- OneLogin (people)
- SecureW2 (devices)
- Obot (AI agents)

×

"Connect" Integration — Pentio

Reliably connects to the complex systems of Japanese companies

- 13 years of OneLogin implementations
- 350+ clients
- Record of connecting to Japanese SaaS

×

"Watch over" Operation — E-Guardian Group

Watching over 24/7, without a break

- Approx. 2,260 operations staff
- ~20 million items processed/month
- Over 20 years of know-how

ID Security Service

Select, connect and watch over—all from one company

Customers no longer need to handle operation after implementation themselves.
Few companies in Japan can offer all 3 together.

Expected effects

Sales growth
Cross-selling to each other's customers / Adding overseas security products

Improving profitability
Complementary sales for efficiency / Stronger recurring model, higher margins

Creating new services
"ID Security Service" providing consistent services from implementation to operation

Respond quickly to diversifying market demand and accelerate business growth in the cyber security field

Future M&A in the Security Field

E-Guardian
We Guard All

Expanding our service areas through M&A and business alliances to provide consistent services from "prevention" to "detection, response and recovery"

Service areas the Group aims for

Existing areas | Acquired in deal | Areas to expand

Prevention (proactive)	Entrance defense (auth/ID)	Detection	Response and recovery
Further strengthen existing areas	Acquired in this deal	Partly acquired in this deal / to expand	Areas to expand
Vulnerability diagnosis	Authentication / ID management	SOC (24/7 monitoring)	Incident response
WAF	Sales of overseas auth solutions	SIEM/XDR (acquired in this deal)	Forensics (cause investigation)
Security training	Auth / ID management consulting	Endpoint security	Recovery support
Security consulting			
Secure development			

How we will expand

(1) Early acquisition of gap areas
Acquire missing functions, mainly in detection, response and recovery, through M&A and business alliances

(2) Step-by-step partnerships
Build a track record through business alliances first, then develop into capital alliances and M&A

(3) Strengthening existing areas
Promote partnerships that deepen technology, human resources and customer base in existing areas as well

* Future plans reflect our current policy; no specific matters have been decided.

Vision for the Cyber Security Business

E-Guardian
We Guard All

From "preventing everything" to "noticing quickly and recovering"

Defense is shifting from products to operation——an area no one wants, and our Group's core business

? Why "operation" is our Group's strength

Product vendors don't want to do it

Assigning staff lowers margins and requires night shifts, so it often ends at "install and done"

Customers don't want to carry it either

Companies with only 1-2 IT staff cannot monitor 24 hours a day

Our Group already has the foundation

Over 20 years and approx. 2,260 staff, with systems to hire, train and manage quality

We take on the area no one wants to. That is why we have no competitors.

! How we will build it——winning on scale with our BPO base

TIER 1 (first-line)	TIER 2 (second-line)
EG BPO centers Efficient aggregation and processing Automation and initial triage	EGSS / IT staff Handles cases requiring advanced judgment and response

AI efficiency × 24/7 human monitoring = unmatched scale and quality

Areas to expand

Strengthen existing	New pillars	Future growth
SiteGuard	AI-SOC, EASM, Posture	IoT/OT, insider threats

For over 20 years, we have been watching over the safety and security of the Internet 24/7.
Building on this operational strength, we will build a security business chosen not for selling products but for "continuing to watch over."

We Guard All

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