



President Yutaka Honda

BESTERRA CO., LTD (1433)



Company Information

Market	TSE Prime Market
Industry	Construction business
President	Yutaka Honda
HQ Address	Kiba Park Building, 3-2-6 Hirano, Koto-ku, Tokyo, Japan
Year-end	End of January
Homepage	https://www.besterra.co.jp/

Stock Information

Share Price	Share Outstanding (End of the term)	Market Cap.	ROE (Act.)	Trading Unit	
¥998	8,990,200 shares	¥8,972 million	5.5%	100 shares	
DPS (Est.)	Dividend Yield (Est.)	EPS (Est.)	PER (Est.)	BPS (Act.)	PBR (Act.)
¥20.00	2.0%	¥39.50	25.3 x	¥461.31	2.2 x

*The share price is the closing price on March 21. Each number is from the financial results for the fiscal year ended January 2024.

Consolidated Earnings

Fiscal Year	Net Sales	Operating Income	Ordinary Income	Net Income	EPS	DPS
Jan. 2021 (Actual)	3,682	124	212	142	17.33	16.00
Jan. 2022 (Actual)	5,966	488	721	1,391	165.48	16.00
Jan. 2023 (Actual)	5,458	-215	-94	-64	-7.33	20.00
Jan. 2024 (Actual)	9,394	246	407	231	26.08	20.00
Jan. 2025 (Forecast)	10,000	420	520	350	39.50	20.00

* The forecasted values were provided by the company. Unit: million yen. Net income is profit attributable to owners of parent.

This Bridge Report introduces the earning results for the fiscal year ended January 2024 and other information of BESTERRA CO., LTD.

Table of Contents

[Key Points](#)

[1. Company Overview](#)

[2. Fiscal Year Ended January 2024 Earnings Results](#)

[3. Fiscal Year Ending January 2025 Earnings Forecasts](#)

[4. The new medium-term management plan, “Action Plan for Decarbonization 2025”](#)

[5. Conclusions](#)

[<Reference: Regarding Corporate Governance>](#)

Key points

- In the fiscal year ended January 2024, sales grew 72.1% year on year to 9,394 million yen. As a result of steady recruitment, demolition work progressed ahead of schedule and sales reached a record high, exceeding the initial forecast by a wide margin. In the fourth quarter (November - January), sales reached a new record high of 3,532 million yen. Operating income was 246 million yen (a loss of 215 million yen in the previous fiscal year). Due to the effect of increased revenues, the company exceeded the revised forecast made in September. Gross profit margin was unchanged from the previous fiscal year, with an increase in revenue reflected in gross profit. Profit and loss improved significantly despite an increase in SG&A expenses due to the proactive promotion of investments in personnel recruitment and M&A-related investments aimed at receiving more orders, in accordance with the Action Plan for Decarbonization 2025. The company will pay a term-end dividend of 10 yen/share, in line with its forecast, and a full-year dividend of 20 yen/share, the same amount as in the previous fiscal year, together with the dividend for the first half of the fiscal year.
- For the fiscal year ending January 2025, sales are expected to increase 6.4% year on year to 10 billion yen, while operating income is projected to rise 70.1% year on year to 420 million yen. For the fiscal year ended January 2024, the number of orders received remained at a record level throughout the year, and personnel recruitment, which is the most important task, progressed steadily. The forecast for sales remains unchanged from the plan formulated in December 2022. The forecast operating income was revised from 800 million yen in December 2022 to 420 million yen in order to prioritize growth investment and structural reform. There is no revision to the dividend amount, so the company plans to pay an interim dividend of 10 yen/share and a term-end dividend of 10 yen/share for a total of 20 yen/share like in the previous fiscal year. The expected payout ratio is 50.6%.
- The sales and profit in the term ended January 2023 fell below the initial forecast significantly, but in December last year, the company produced a new Medium-term Management Plan titled “Action Plan for Decarbonization 2025,” which will be started in the term ending January 2024, and is proceeding with the plan. Under the new management structure, the company will position the period from the term ending January 2024 to the term ending January 2026 as a turning point for new growth, consider the changes in the business environment in Japan and in this industry, conduct business administration while pursuing decarbonization, and reform its corporate culture, to improve its earning capacity. The company aims to achieve “sales of 12 billion yen, an operating income of 1.2 billion yen, and an ROE of 13% or higher” in the term ending January 2026.
- In addition, in the “Action Plan for Decarbonization 2025,” the company will promote three key strategies: “decarbonized demolition solutions (innovation through dismantlement methods),” “DX plant solutions (innovation utilizing IT),” and “human resources strategy (foundation to generate further innovation),” under the basic policy of “improving profitability through decarbonization-oriented management and reform of corporate culture.”

- **In the fiscal year ended January 2024, sales increased significantly, with a significant improvement in profit and loss. Both sales and the number of orders received for demolition work reached record highs, demonstrating steady growth. However, while sales were substantially above the company's forecast at the beginning of the fiscal year, profit fell considerably short of the forecast. Improving profit margin is likely to be an issue in the future. At a briefing session, President Honda commented that “we aim to increase gross profit margin to 20% or higher” and expressed a desire to improve the profit margin of work as a prime contractor. Regarding the long-term sales target of 100 billion yen, which may seem slightly challenging, the president gave us positive comments, such as “it can be achieved,” and the company appears to be making progress in developing an organizational structure that can withstand significant growth in sales through steady personnel recruitments.**
- **While “decarbonized demolition solutions (innovation through construction methods),” which is the core strategy of the “Action Plan for Decarbonization 2025,” demonstrated strong growth, progress in “DX plant solutions (innovation through IT)” was slow, but the potential demand is large in both areas, with the business environment being favorable. We would like to pay attention to how the company will earn profit while cultivating the market by utilizing their strengths under the new management structure at an assumed speed.**

1. Company Overview

As a specialist in plant dismantlement, BESTERRA manages the dismantlement of plants (metal structures) for iron-making, power generation, gas, petroleum, etc. Its core competence is “the method and technology for dismantling plants,” and it has many patented methods including international patents. The company concentrates its managerial resources on engineering (proposal, design, and work planning) and management (supervision and work management), and outsources actual dismantlement work to its affiliates, and so it does not own heavy machinery or construction teams (the risk of owning assets can be avoided), and it is unnecessary to procure materials, etc. and make transactions for material production (the inventory risk can be avoided).

In addition to the company, the group has acquired Hiro Engineering, which provides human resource services for design work, etc., 3D Visual KK, which handles 3D scan modeling and design work, and Yazawa Co., Ltd., which owns advanced technologies for removing asbestos as consolidated subsidiaries. Additionally, in August 2023, the company has also acquired Oda Corporation Co., Ltd., which mainly maintains work and main frame construction work, and its subsidiary, TOKEN Co., Ltd. as consolidated subsidiaries. As of the end of January, there were five consolidated subsidiaries.

“Terra (the earth),” and, infused with the ambition to “create the best earth.” By developing an integrated system for dismantling and recycling, the company aims to actualize an advanced recycling society and contribute to the earth environment.

1-1 Corporate ethos and the code of conduct

Under the corporate philosophy of “we will contribute to the global environment with flexible thinking, creativity, and techniques,” the company's mission is to “realize the BEST (highest) TERRA (earth)” and “contribute to the development of an advanced recycling-oriented society (development of vein industries).”

The company has also established a “Basic Sustainability Policy” to contribute to the realization of a sustainable society.

© Basic Sustainability Policy

We, Besterra, are committed to both “realization of an advanced recycling-oriented society” and “sustainable corporate growth” based on our corporate philosophy of “We will contribute to the earth environment with our flexible way of thinking, creativity, and technologies using these concepts.”

1-2 Characteristics of the business

The company has a single segment consisting of demolition and maintenance business. For others, it engages in the human resource service business and the 3D scan, modeling, and design business. In the fiscal year ended January 2023, demolition and maintenance business accounted for 97.3% of total sales.

Demolition and maintenance business

In the demolition and maintenance business, the company works mainly on all types of plants in the fields of ironmaking, electric power, gas, petroleum, and petrochemicals, etc. The company offers services on overall engineering processes including proposals, designing, work planning, outsourcing/arrangement of equipment and materials, supervision, safety management, cost management, financial management, and handling of governmental procedures. It focuses on designing its unique demolition technologies and supervising demolition works based on demolition plans and uses specialized subcontractors for demolition works.

The clients for plant dismantlement are leading companies that own plants for ironmaking, electric power, gas, petroleum, etc. In most cases, the equipment installation companies of the corporate groups of clients or leading general contractors are entrusted with dismantlement, and then BESTERRA serves as the primary or second-tier subcontractor.

Also, in the plant dismantlement business, BESTERRA receives valuable materials generated through dismantlement, such as scrap, and sells them to scrap handlers. Accordingly, the company estimates the value of valuable materials while comprehensively considering the material, quantity, price (market price of each material, such as iron, stainless steel, and copper), etc. and negotiates with clients about the fee for dismantlement work. In accounting, the gain from sale of valuable materials is included in revenue from dismantlement work and posted as part of sales from completed dismantlement work. In some cases, contractors (clients) dispose of (sell) scrap, etc. by themselves.

Furthermore, Oda Corporation Co., Ltd. and TOKEN Co., Ltd., which became consolidated subsidiaries in August last year, will be part of the demolition and maintenance business, with maintains work and main frame construction work for various plants as their core business.

***Two standards for posting revenue and seasonality of revenue posting of the company**

The standards for posting revenue from contracts can be classified into the completed contract method, in which revenue is posted when works are completed, and the percentage-of-completion method, in which revenue is posted according to the progress of works. The company basically applies the percentage-of-completion method to large-scale projects whose period exceeds 3 months from the term ending January 2023 (the completed contract method is applied to projects that do not meet the aforementioned criteria). The timing of posting revenue (the completion of demolition work) from works for which the completed contract method is used is often affected by the capital investment plans of clients. In the case of BESTERRA, revenue tends to be posted in the first quarter (February to April) and the fourth quarter (November to January) (the seasonality of revenue posting). However, the variation in quarterly performance may mislead investors, so the company is expanding the scope of application of the percentage-of-completion method step by step, to equalize the timings of revenue posting.

Others

In response to the chronic shortage of skilled construction workers, the company began providing human resource services in January 2013, and in March 2018, it made Hiro Engineering, which handles human resource services such as design work, a subsidiary. In January 2015, the company began offering a 3D measurement service as well. It established 3D Visual KK in December 2019, and 3D scan modeling and design business was transferred from INTER ACTION Corporation (securities code: 7725) in February 2020.

1-3 Strengths: an excellent client base, efficient dismantlement management based on plenty of experience, and intellectual property, such as patented methods

The strengths of the company are excellent client assets, efficient dismantlement management based on plenty of experience, and intellectual property, such as patented methods. Because the clients are basically engineering subsidiary companies of leading companies in ironmaking, electric, gas, coal oil fields, and major general contractors, which are easily trustable excellent clients, and it is predicted that they will receive orders continuously. The clients of the leading companies highly evaluate the company's total management (low cost and high efficiency) of plant dismantlement that it cultivated experiences for over 40 years, and it elect a barrier to entry.

The company operates business under the concepts of "unbreakable by its creators (new ideas)," "the only one company specializing in plant dismantling," and "asset-light management."

Patented methods, etc.

“Apple peeling demolition method” and fusing robot “Ringo☆Star”

The “apple peeling demolition method” is a method of dismantling a large spherical tank, such as gas holders and oil tanks, by cutting it in spirals from the center of the ceiling of the enclosure part. The cut part spirals down to the ground gradually under the force of the earth’s gravity (natural energy). The method enjoys superiority in a work period, cost, and safety, and has considerable competitive advantages, realizing “greater promptness, higher cost efficiency, and added safety.” Furthermore, the company offers a robot for the fusing process, “Ringo☆Star,” which automates the “apple peeling demolition method.” (The company is also working to expand the range of applications for “Ringo☆Star” by developing a new attachment).

Environment-related methods

The company has cultivated experiences and business results of a multitude of environment-related demolition works, using the “fireless methods” which do not require the use of fire. For example, although polychlorinated biphenyls (PCBs) are considered as a toxic substance and therefore totally abolished today, it had been used for many years in transformers and condensers because of its excellent thermal stability and chemical stability (electric insulation characteristics). In many cases, transformers and condensers are disposed of in conjunction with plant demolition works; however, because PCBs gasify when they are treated at the high temperature, posing a risk of inhaling the gas so generated, any firearms (such as gas cutting machines) cannot be used in demolition and withdrawal involving PCBs. The company is skillful at fireless and quasi-fireless methods using saber saws (which cut off objects with their saw blades moving in a reciprocating manner) that can cut off objects thicker than the thickness, which, in the industry, had been considered impossible to cut, through numerous devices, including measures against seizure of motors and recycling of blades. BESTERRA has applied for joint patents with Hitachi Plant Construction, Ltd. for a transformer dismantling method, a transformer dismantling jig, and a cutting device for dismantling a transformer.

Windmill demolition works

The number of power-generating wind turbines continues to increase by about 20% annually worldwide, but the demand for dismantling is expected to increase in the future due to wear and tear and economic obsolescence. According to the company's data, the global wind power generation amount has continued to grow at an annual rate of about 20%, reaching 486,790 MW (about 340,000 onshore units and about 4,000 offshore units). In Japan, there were 2,574 wind turbines as of the end of 2021, mostly onshore, but the trend is shifting toward offshore wind power. Meanwhile, as the useful life is approximately 15 to 20 years, and the windmills for power generation established in the early stage are reaching the application limit. Moreover, not a few plants need to be dismantled due to damage or fatal failure caused by thunderbolts or typhoons.

How to knock down a power-generating wind turbine (international patent application)

As some windmills have been built in mountain districts and on the sea, demolition of them is highly difficult. The company has devised a method for dismantling wind turbines that does not require scaffolds and has already acquired a domestic patent for “Method of knocking down a power-generating wind turbine.” International patents are pending for “Method of knocking down towering structures using their bases” and “Method for dismantling tower-shaped equipment for wind power generation.” Safety of workers can be improved dramatically, and the work period can be shortened by using these patent-based methods.

Pursuit of the value of the 3D business

Using services such as layout simulation, strain/bending/torsion measurement, comparison of structures before and after improvement, and video walkthroughs, the company converts physical data taken when plants were established (more than 30 years ago) into the latest 3D data and uses that to provide detailed information about the dismantling process. They also provide unique 3D measurement services for dismantling work using the latest measuring technology and simulation systems that are capable of drawing data as 2D diagrams, handling BIM/CIM modeling, Perfect 3D, and 3D printing, etc.

“Visualize” the dismantling process

Layout simulation	The equipment models produced with 3D CAD are placed in 3D data, and the replacement of equipment can be simulated. By moving the equipment models, it is possible to check how they interfere and collide with one another.
Strain, bending, and torsion measurements	It is possible to measure changes in shapes. This is useful for diagnosing frameworks tentatively, to check whether a building got distorted due to an earthquake, deterioration, etc.
Comparison of structures before and after installation	The shapes of equipment that changes due to heat and vibration, such as pipes, conveyors, and furnaces, at the time of installation and after operation are compared. With 3D data, it is possible to grasp overall changes intuitively.
Video walkthroughs	Walk-through videos are produced by using synthesized point cloud data. These videos can be utilized for presentations and publicity videos regarding dismantlement plans and real estate information.

Unique 3D measurement service

Draws a two-dimensional diagram	The 3D CAD models based on point cloud data are converted into drawings. It is also possible to produce drawings directly from point cloud data in a simple manner.
Handles BIM/CIM modeling	Modeling is conducted with 3D CAD based on point cloud data. It is possible to produce models of the parts that require construction or renovation as BIM (building information modeling) data.
Perfect 3D	This is a large-scale 3D data measurement service combining automobile-based MMS (mobile mapping system), airborne laser measurement, water area measurement, etc.
3D printing	After modeling with point cloud data, data are processed and deformed so that they can be shaped with a 3D printer. It can produce fine structures with a lamination pitch of 15 μm.

1-4 ROE analysis

	FY 1/18	FY 1/19	FY 1/20	FY 1/21	FY 1/22	FY 1/23	FY 1/24
ROE (%)	11.7	23.8	2.3	5.6	40.6	-1.5	5.5
Net Income to Sales Ratio (%)	5.87	12.62	1.75	3.87	23.32	-1.18	2.46
Asset Turnover Ratio (Times)	1.11	1.08	0.72	0.67	0.80	0.63	0.97
Leverage (Times)	1.80	1.75	1.85	2.14	2.19	2.01	2.28

The ROE in the fiscal year ended January 2024 is higher than that in the previous fiscal year, but it is 5.5%. The new medium-term management plan, “Action Plan for Decarbonization 2025” (see below), targets “an ROE of 13% or higher in fiscal year ending January 2026.”

2. Fiscal Year Ended January 2024 Earnings Results

2-1 Consolidated results

	FY 1/23	Ratio to sales	FY 1/24	Ratio to sales	YoY	Company forecast ratio
Sales	5,458	100.0%	9,394	100.0%	+72.1%	+17.4%
Gross profit	889	16.3%	1,519	16.2%	+70.8%	-
SG&A expenses	1,105	20.2%	1,272	13.5%	+15.2%	-
Operating income	-215	-	246	2.6%	-	+17.6%
Ordinary income	-94	-	407	4.3%	-	+42.5%
Net income	-64	-	231	2.5%	-	+18.5%

*Unit: million yen. Net income is net income attributable to owners of the parent company. The company forecasts are the forecasts revised in September 2023.

BRIDGE REPORT

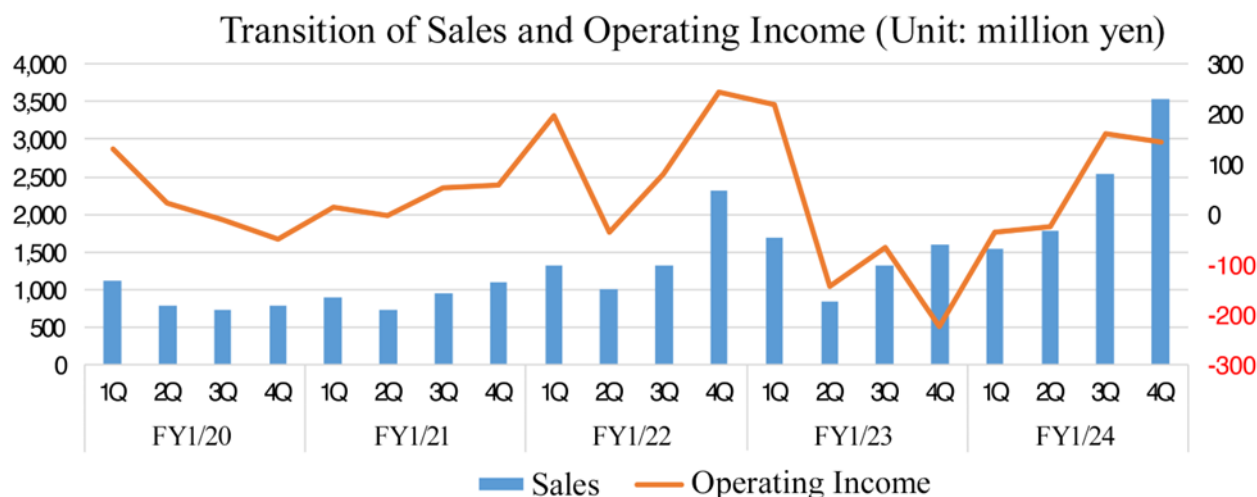


Significant increase in sales and return to profitability

Sales grew 72.1% year on year to 9,394 million yen. As a result of steady recruitment, demolition work progressed ahead of schedule and sales reached a record high, exceeding the initial forecast (7.8 billion yen, revised to 8.0 billion yen in September) by a wide margin. In the fourth quarter (November - January), sales reached a new record high of 3,532 million yen.

Operating income was 246 million yen (a loss of 215 million yen in the previous fiscal year). This figure fell below the forecast at the beginning of the fiscal year (510 million yen) due to unprofitable demolition work when the management structure was changed and the low-profit demolition work orders received with the aim of stabilizing profits by increasing the scale of sales. However, the increased revenues helped exceed the forecast revised in September (210 million yen). Gross profit margin was unchanged from the previous fiscal year, with an increase in revenue reflected in gross profit. Profit and loss improved significantly despite an increase in SG&A expenses due to the proactive promotion of investments in personnel recruitment and M&A-related investments aimed at receiving more orders, in accordance with the Action Plan for Decarbonization 2025. Ordinary income was 407 million yen (a loss of 94 million yen in the previous fiscal year), and net income was 231 million yen (a loss of 64 million yen in the previous fiscal year).

The company will pay a term-end dividend of 10 yen/share, in line with its forecast, and a full-year dividend of 20 yen/share, the same amount as in the previous fiscal year, together with the dividend for the first half of the fiscal year.



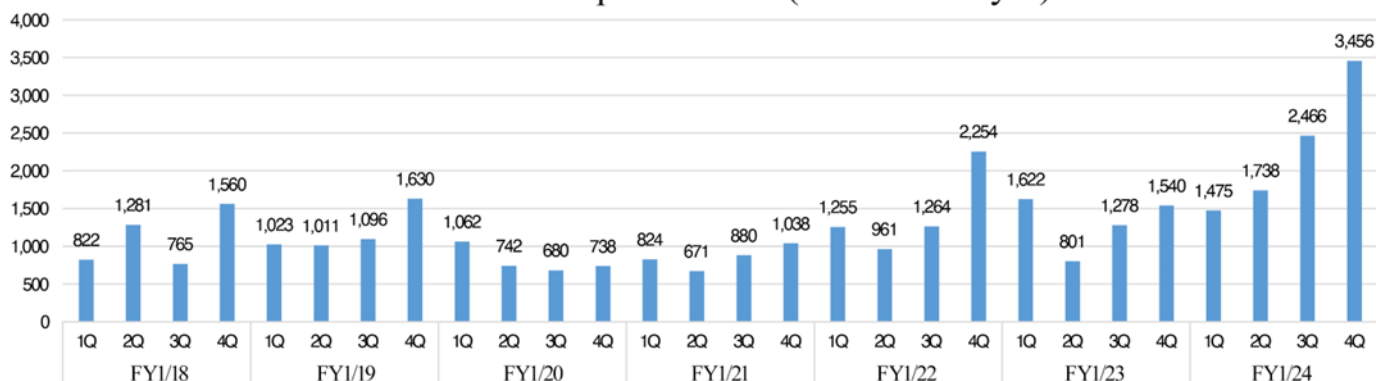
The number of completed works (rough estimates)

	FY 1/23	Ratio to sales	FY 1/24	Ratio to sales	YoY
Electric power	734	14%	1,736	19%	+137%
Steelmaking	1,415	27%	2,649	29%	+87%
Petroleum/petrochemical	1,415	27%	2,741	30%	+94%
Gas	262	5%	274	3%	+5%
3D	105	2%	91	1%	-13%
Environment	786	15%	1,005	11%	+28%
Others	524	10%	640	7%	+22%
Total of completed works	5,242	100%	9,136	100%	+74%

*Unit: million yen. Prepared by Investment Bridge Co., Ltd. based on company data.

significantly. Furthermore, the large-scale orders received as a prime contractor in the electric power, petroleum, and petrochemical industries as well as large-scale orders from the steel industry resulted in a balanced composition.

Transition of completed works (Unit: million yen)



There is seasonality according to the capital investment plans of clients. In the fiscal year ended January 2024, completed work has progressed steadily and revenues are accumulating strongly as a result of the active recruitment of construction supervisors.

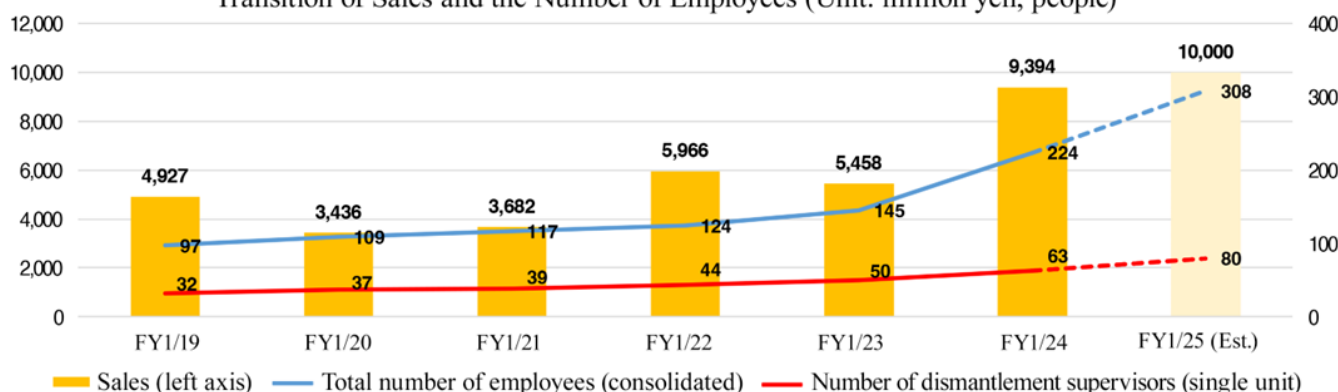
Breakdown of SG&A

	FY 1/23	Ratio	FY 1/24	Ratio	YoY	Major change factors
Personnel expenses	673	12.3%	632	6.7%	-6.2%	Decrease in severance package for executives
R&D expenses	16	0.3%	14	0.1%	-11.0%	-
Fees and compensation paid	79	1.4%	149	1.6%	+87.3%	Sales cooperation, M&A-related expenses
Recruiting expenses	18	0.3%	63	0.7%	+237.1%	Advertising media, referral commissions, etc.
Advertising expenses	30	0.5%	27	0.3%	-8.9%	-
Educational training expenses	4	0.1%	3	0.0%	-31.1%	-
Others	281	5.1%	382	4.1%	+35.7%	Goodwill amortization, shareholder benefits
Total SG&A expenses	1,105	20.2%	1,272	13.5%	+15.2%	-

*Unit: million yen. Ratio is ratio to sales.

In line with the Action Plan for Decarbonization 2025, SG&A expenses increased due to the proactive promotion of investments in recruitment and M&A-related investments aimed at increasing the scale of orders received.

Transition of Sales and the Number of Employees (Unit: million yen, people)



BRIDGE REPORT



As a result of active recruitment activities, the number of construction supervisors has increased by 13 since the beginning of the fiscal year, resulting in a record high number of recruits, despite falling short of the planned 68 construction supervisors. A net increase of 17 employees is planned for the fiscal year ending January 2025, with 12 employees already expected to be appointed by April.

2-2 Orders received and the backlog of orders

	FY 1/23	FY 1/24	YoY
The backlog of orders at the beginning of the term	1,594	3,352	+110.3%
The amount of works received	7,000	12,871	+83.9%
The amount of completed works	5,242	9,136	+74.3%
The backlog of orders at the end of the term	3,352	7,087	+111.4%

*Unit: million yen

The number of demolition orders received reached a record high due to strong demand for plant demolition work and an increase in the volume of demolition orders due to enhanced sales and marketing activities. The company aims to capture the growing demand for demolition and steadily increase orders received in the future.

Orders received by sector (Amounts are approximate.)

	FY 1/23	Ratio	FY 1/24	Ratio	YoY
Electric power	302	9%	1,205	17%	+299%
Steelmaking	335	10%	3,614	51%	+978%
Petroleum/petrochemical	2,480	74%	1,913	27%	-23%
Gas	34	1%	71	1%	+111%
Environment	168	5%	71	1%	-58%
Other	34	1%	213	3%	+534%
Total order received	3,352	100%	7,087	100%	+111%

*Unit: million yen

As a result of growth strategies such as the expanding number of bases, receiving large-scale demolition orders in the steel industry has accounted for a high proportion of the outstanding order backlog. In addition, the order situation is quite favorable, irrespective of the industry.

2-3 Financial condition and cash flow (CF)

Financial condition

	January 2023	January 2024		January 2023	January 2024
Cash	1,337	1,444	Payables	786	1,631
Trade receivables	1,761	4,648	Borrowings and Bonds	2,426	4,292
Current Assets	3,568	6,292	Liabilities	4,048	6,783
Investments, Others	4,435	3,960	Net Assets	4,379	4,095
Noncurrent Assets	4,859	4,586	Total Liabilities, Net Assets	8,427	10,879

*Unit: million yen. Trade receivables include notes and accounts receivable, accounts receivable from completed construction contracts, and contract assets.

Total assets increased 2.4 billion yen year on year to 10.8 billion yen, mainly due to an increase in trade receivables as a result of an increase in large-scale projects.

Total liabilities increased 2.7 billion yen year on year to 6.7 billion yen, mainly due to an increase in short-term loans to secure working capital.

Net assets decreased 200 million to 4 billion yen, mainly due to the revaluation of investment securities.

Capital-to-asset ratio dropped 14.2 points from the end of the previous term to 37.6%.

Cash Flow (CF)

	FY 1/23	FY 1/24	YoY
Operating Cash Flow(A)	-354	-1,370	-1,015
Investing Cash Flow(B)	-515	-26	+488
Free Cash Flows (A + B)	-869	-1,397	-527
Financing Cash Flow	85	1,503	+1,418
Cash and Equivalents at Term End	1,337	1,444	+106

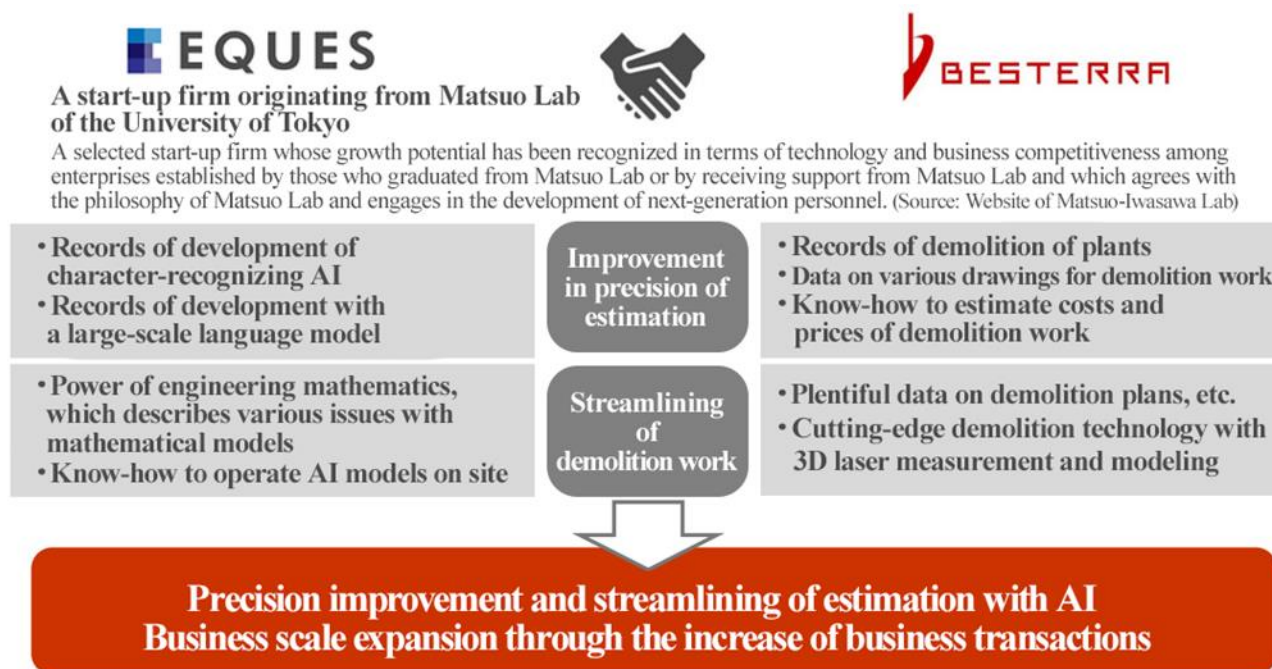
*Unit: million yen

The deficit of free CF augmented, as the cash outflow from operating activities increased due to the rise in trade receivables. The cash position increased, mainly due to an increase in loans.

2-4 Topics

(1) Joint project with EQUES, Co., Ltd. for AI utilization

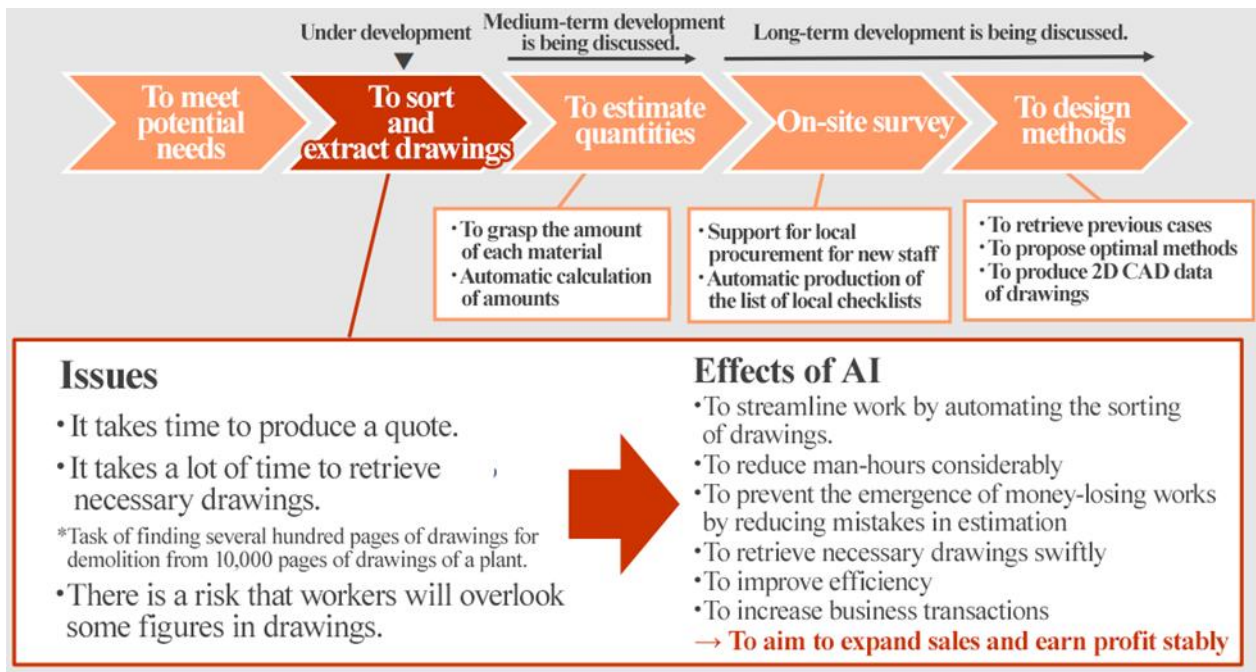
A joint project using AI technology has been launched with EQUES Corporation, a start-up company originated from the Matsuo Laboratory of the University of Tokyo. By maximizing the use of AI technology, the company aims to improve the accuracy and operational efficiency of preparing quotations, solving problems, and expanding the scale of its business.



(Source: The company)

(2) Improving the accuracy and efficiency of preparing quotations through AI utilization

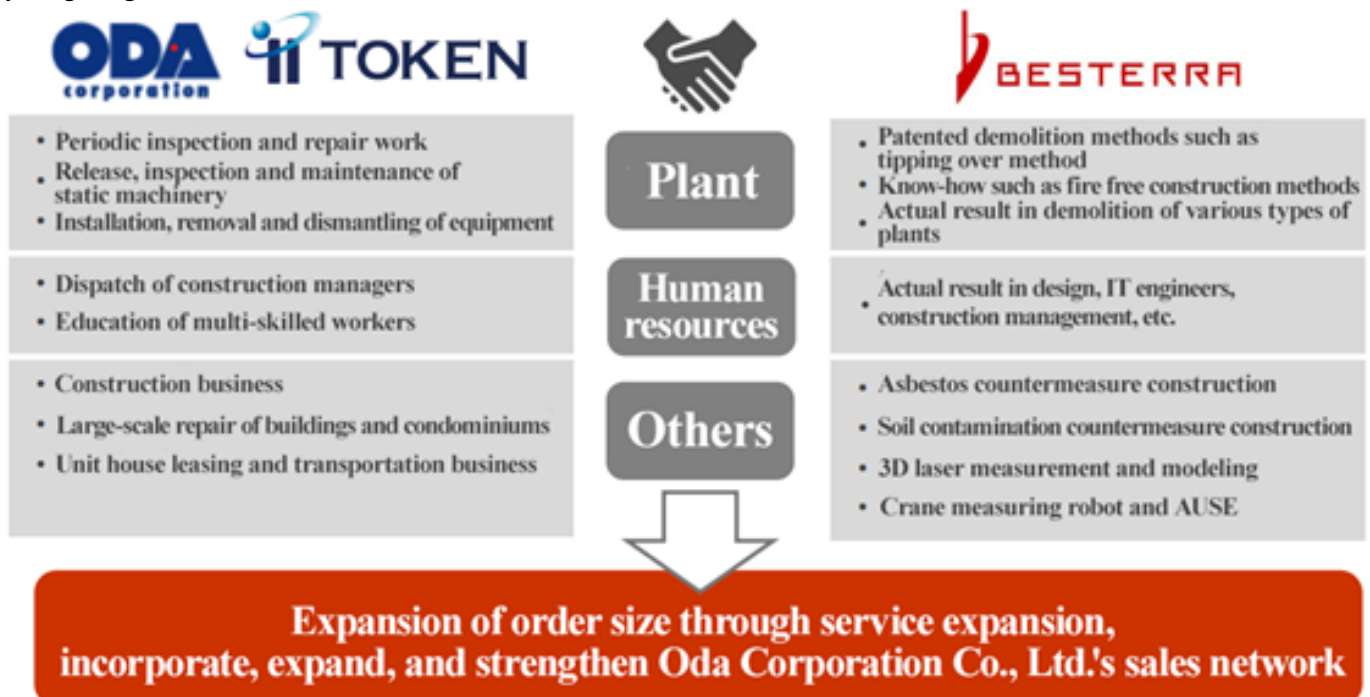
Process for medium- to long-term AI utilization



(Source: The company)

(3) Making Oda Corporation Co., Ltd. a subsidiary

Oda Corporation Co., Ltd. and TOKEN Co., Ltd. are based in Kurashiki City, Okayama Prefecture, and their core business is maintenance work and frame construction for various plants. The aim is to develop both companies and increase their corporate value by integrating their business resources.



(Source: The company)

3. Fiscal Year Ending January 2025 Earnings Forecasts

Full-year consolidated earnings forecast

	FY 1/24 Act.	Ratio to sales	FY 1/25 Est.	Ratio to sales	YoY
Sales	9,394	100.0%	10,000	100.0%	+6.4%
Operating income	246	2.6%	420	4.2%	+70.1%
Ordinary income	407	4.3%	520	5.2%	+27.6%
Net income	231	2.5%	350	3.5%	+51.4%

*Unit: million yen

Forecast for increased revenues and significant profit growth

Sales are expected to increase 6.4% year on year to 10 billion yen, while operating income is forecast to increase 70.1% year on year to 420 million yen.

In the construction industry, although demand for construction investment is increasing due to the impact of COVID-19, problems such as rising labor costs, difficulty in recruitment, and rising material prices due to a severe shortage of human resources are becoming more apparent. Meanwhile, in the demolition industry, the number of demolition works is expected to increase in the future, as facilities constructed during the period of rapid economic growth have reached the point of demolition and renovation due to economic obsolescence, in addition to their physical dilapidation. Under these conditions, the company has promoted decarbonization management and transformed its corporate culture to improve profitability under its medium-term management plan, the “Action Plan for Decarbonization 2025” (see below), aimed at realizing the SDGs. With regard to the fiscal year ended January 2024, the number of orders received remained at record levels throughout the year as a result of abundant demand for plant demolition work, and the recruitment of human resources (construction supervisors), which is the most important issue, remained steady.

The forecast for sales remains unchanged from the 10 billion yen projected in December 2022, although demolition work progressed well and was completed ahead of schedule in the fiscal year ended January 2024. The forecast operating income was revised to 420 million yen from 800 million yen in December 2022 to prioritize growth investments and structural reform.

As per the initial forecast at the beginning of the fiscal year, the company plans to pay interim and term-end dividends of 10 yen/share, for a total of 20 yen/share, in line with the forecast made in the previous fiscal year. The projected dividend payout ratio is 50.6%.

4. New medium-term management plan “Action Plan for Decarbonization 2025”

In the term ended January 2023, both sales and profit were significantly below initial forecasts. Thus, the company has formulated a new medium-term management plan, Action Plan for Decarbonization 2025, in place of the Medium-Term Management Plan 2025, which it has been implementing since the term ended January 2022. Under the new management system, the company will position the term ending January 2024 to the term ending January 2026 as a turning point for further growth. The company decided to improve profitability by promoting decarbonization-oriented management and reforming its corporate culture, taking into account changes in the business environment in Japan and within this industry.

4-1 Business environment analysis

(1) Japan

Toward the realization of carbon neutrality in 2050, the demolition market is expected to expand further, with demolition progressing mainly for buildings in which 50 years or more have passed since their construction.

In the electric power market, the diversification of the energy mix will be significantly reviewed toward 2030, and a significant reduction of low-efficiency coal-fired power plants is expected.

In the steel manufacturing market, due to the progress of corporate restructuring and aging, it is necessary to remove and repair redundant facilities.

In the petroleum and petrochemical markets, many industrial complexes were built during the high economic growth period. Therefore, it is expected that facilities will be upgraded and reorganized from the perspective of international competitiveness and excessive production capacity.

In other manufacturing markets, facilities are expected to be renovated and dismantled due to the evolution of technology known as the 4th industrial revolution and the impact of business rationalization due to changes in domestic supply and demand.

The company estimates the size of each market as follows.

Market	Size
Electric power	About 13 trillion yen
Steel	About 2 trillion yen
Petroleum/Petrochemicals	About 8 trillion yen
Other manufacturing industries	About 20 trillion yen + α

*Company's estimates

(2) Industry

The following changes in the business environment and needs can be seen.

Increase of separate orders for dismantling	<p>When a client (facility owner) places an order with a company specializing in demolition, there are many cases in which the reliability of the demolition company as a new business partner becomes a problem, as it is necessary to place an order with a company that complies with all laws and regulations and meets the high safety standards of each plant. In order to receive direct orders, the demolition company needs to be a listed company with high creditworthiness and possesses technologies that do guarantee not only safe demolition but are also safe for the environment.</p> <p>In conventional plant demolition work, there were many cases in which a client (facility owner) ordered the demolition of old facilities and the construction of new ones together. Due to the increase in demolition work that does not involve renewal and the rising difficulty of demolition work due to various laws and regulations, the orders for demolition work to specialized construction companies are increasing.</p>
Adopting computer-aided construction	Due to the labor shortage in the construction industry because of the declining birthrate and aging population, efforts to computerize construction have become an issue for the industry.
New needs for decarbonized work	Clients (facility owners) in the manufacturing industry are demanding environmental considerations and improved recycling rates not only in the manufacturing process but also in construction.

(3) Company's strengths

The company has a superior position as a plant demolition specialist (a rich track record), technological capabilities (decarbonized demolition®, patented methods, technology development, initiatives for DX), business alliances (Solution-offering capabilities for the entire venous industry), reliability, comprehensive plant demolition management (demolition method proposals, complying with environment-related laws and regulations, ability to purchase valuable materials, appropriate treatment of industrial waste, ability to mobilize companies, etc.). In response to the above needs and changes, it will harness these strengths to capture demand.

4-2 Overview of Action Plan for Decarbonization 2025

(1) Basic policy

The company's basic policy is to improve profitability through decarbonization-oriented management and transformation of the corporate culture.

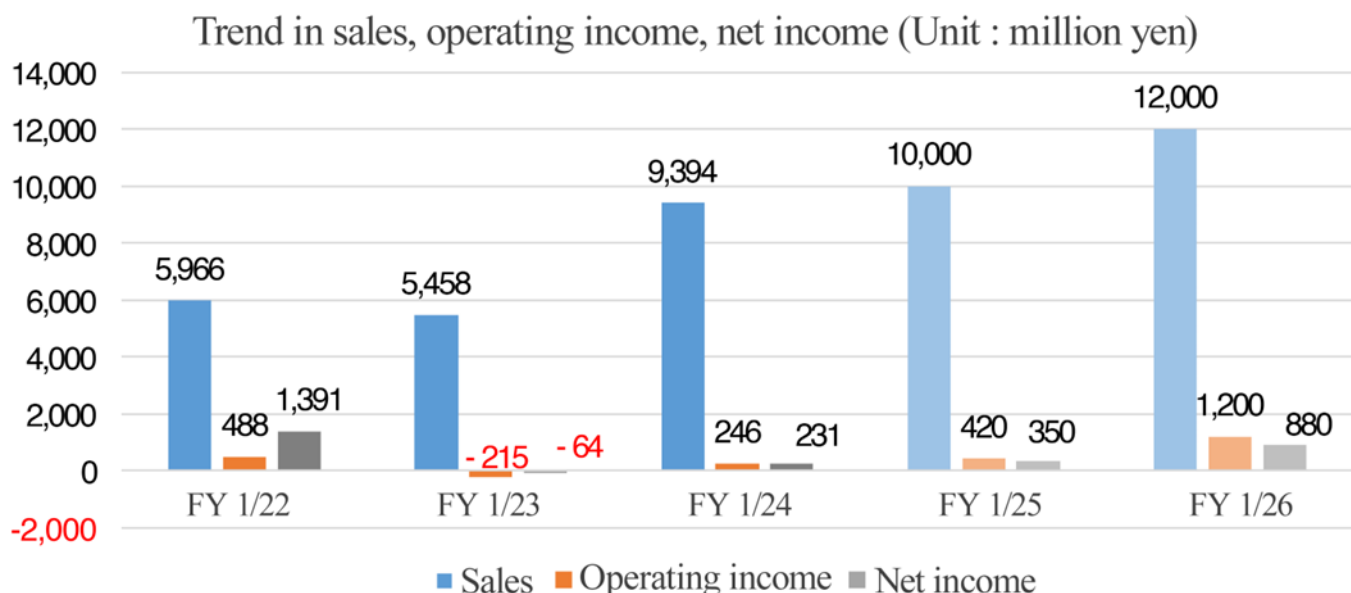
Seeing changes in the business environment as an opportunity, the company will promote decarbonization-oriented management and reform its corporate culture to improve profitability, and it has positioned the three years from the term ending January 2024 to the term ending January 2026 as a turning point toward further growth.

(2) Numerical targets

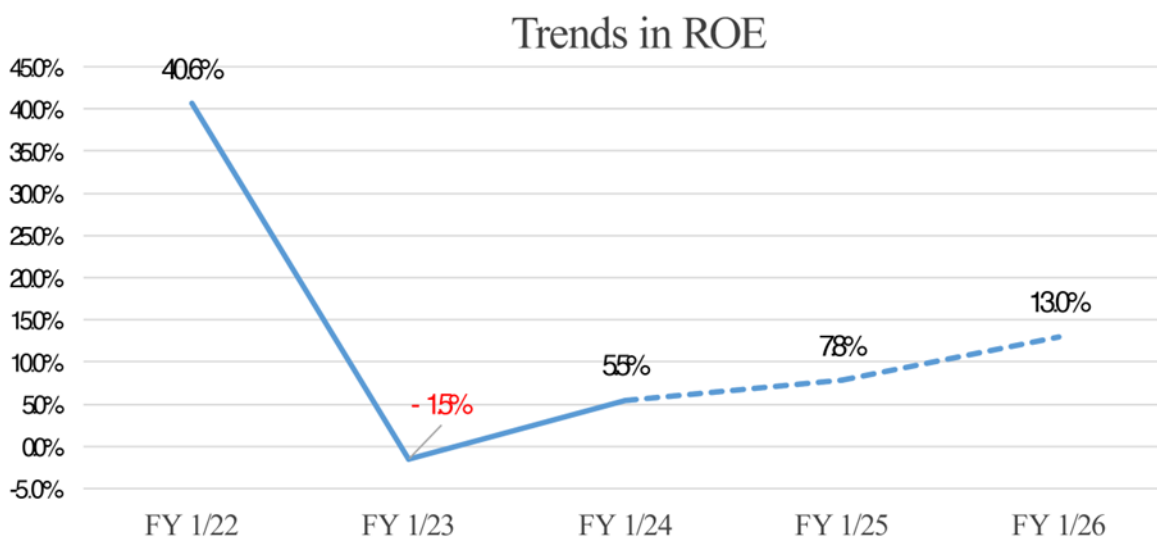
The group has set the following numerical targets.

The initial forecast for the fiscal year ending January 2026 calls for sales of 10 billion yen, an operating income of 1 billion yen, and a net income of 752 million yen. The company has revised both sales and profit from the original plan from time to time, including those in the fiscal year ending January 2025.

The company aims to recover ROE to double digits as soon as possible.



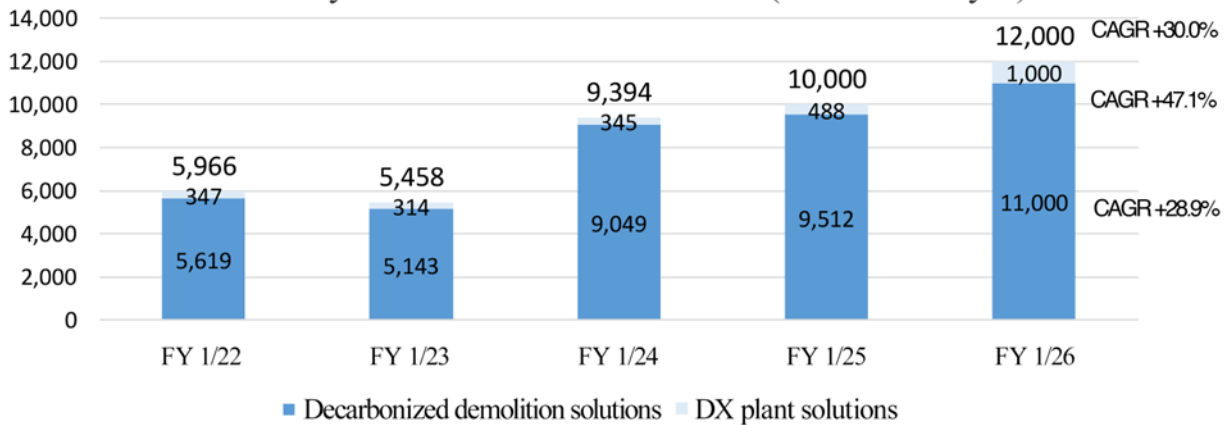
*Actual up to FY 1/24, plans after FY 1/25



*Actual up to FY 1/24, plans after FY 1/25

ales trends for the key strategies of "decarbonization solutions (innovation through construction methods)" and "DX plant solutions (innovation through IT)" are shown below. Sales of both solutions are expected to grow rapidly.

Sales by solution and trends in CAGR (Unit: million yen)



*Actual up to FY 1/24, plans after FY 1/25

*Calculated CAGR by Investment Bridge Co., Ltd.

(3) Strategies and measures

To achieve the basic policy, the company will promote the following strategies and measures.

The three key strategies are decarbonized demolition solutions (innovation through demolition methods), DX plant solutions (innovation through IT), and personnel strategies (foundation for further innovation).

The company has newly established the Decarbonized Business Promotion Department in order to improve corporate value and brand through decarbonization-oriented management.

The company will promote "the development of demolition methods that contribute to decarbonized demolition®, the improvement of the reuse and recycling rate in demolition work, the reduction of GHG emissions and its visualization, and the creation of new businesses linked to decarbonization-oriented management.

① Overview of key strategies: Decarbonized demolition solutions

The company will develop various demolition methods that are environmentally friendly and provide pioneering demolition solutions that achieve decarbonized demolition.



(Source: The company)

(Main decarbonized demolition solutions)**◎ Decarbonized Demolition®**

The company offers demolition work that excels in terms of demolition period, cost, and safety and has a highly competitive advantage. The company dismantles various plants using various environmentally friendly demolition methods, such as the apple peeling method, which cuts spirally from the center of the outer shell ceiling like peeling an apple when dismantling spherical storage tanks such as gas holders and oil tanks.

Starting with the apple peeling method and the overturning method, the company holds and is applying for a number of technical patents in regard to buildings and areas the company works on, such as tanks, boilers, chimneys, cranes, 3D, and windmills.

The company will propose dismantling methods using competitive patented methods that achieve safety, cost reduction, shortening of the dismantlement period, and reduction of CO2 emissions, which will lead to practical applications.

◎ Overturn dismantlement method

Steel structures such as chimneys, towers, and tanks have a tipping axis that is the center of gravity fixed by a solid concrete foundation and anchor bolts.

The company's overturning method is a dismantlement method that can reliably control the overturning direction and safely overturn in a predetermined direction by carefully calculating the overturning axis and cutting the concrete foundation.

In addition, it is possible to reduce costs and shorten the demolition period caused by transporting and assembling large cranes. Therefore, it can reduce CO2 emissions up to 1/10 compared to the method of dismantling while lifting with a regular crane.

◎ Dismantling of wind power generation facilities

The amount of wind power generated in the world is 486,790 MW, which is increasing by about 20% every year, and there is a shift to offshore wind power generation, which generates more power.

In Japan, most of them are also land-based, but there is a shift to offshore types. Land-based wind turbines have a useful life of about 15 to 20 years, and the wind turbines for power generation that were installed in the early stage have reached the limit of their use. Furthermore, it is assumed that a considerable number of them need to be dismantled due to damage or fatal failure due to lightning strikes, typhoons, etc.

In such a market environment, the company concluded a licensing agreement with Hitachi Power Solutions Co., Ltd. for the company's patented dismantling method for dismantling domestic onshore wind power generation facilities.

By combining Hitachi Power Solutions Co., Ltd.'s strengths (achievements as a Hitachi Group, abundant technology related to wind power generation equipment, advanced technology for power plant design and maintenance) and the company's strengths (unique demolition methods and know-how, extensive experience in demolition of plants, rich experience in environment-related work), the company has established superiority in terms of shortening the dismantlement period, reducing CO2 emissions, and ensuring safety. The company will strive to capture demand in the wind power generation facility dismantling market.

◎ Fire-free dismantling method

The company's non-fire dismantling method, which does not use fire, captures demand for demolition work in plant premises where the use of fire is limited and dismantling work, such as transformers containing hazardous substances (PCB), and is producing great results.

With the company's unique know-how, it is possible to cut large equipment with a thickness that exceeds the standard in the industry, and it is expected to be used in the decommissioning of nuclear power plants in the future. The company is also developing new cutting blades for this method.

◎ Handling PCB and asbestos

-Stripping of PCB containing films

PCB (polychlorinated biphenyl) is one of the chemically synthesized organochlorine compounds. It is colorless, transparent, chemically stable, heat-resistant, insulating, and non-water-soluble, so it has various applications such as an insulating oil for electrical equipment such as transformers, capacitors, and ballasts, and a solvent for pressure-sensitive paper, paints, and printing inks. However, its production was discontinued in 1972 because it was easily absorbed into the body, highly persistent, and was associated with chronic toxicity, such as skin disorders.

When the Ministry of the Environment investigated the use of PCBs in buildings (chemical plants, oil storage tanks, gas tanks, bridges, etc.), the surveyed facilities were constructed or repainted between 1966 and 1974. Of these, it was estimated that 1%, or about 90 billion yen, requires proper disposal of PCB coatings. Since the survey subject was mainly public structures owned by local governments, the demand for private facilities is expected to increase in the future.

The company has concluded a business alliance agreement with Mitani Sangyo Co., Ltd. for surface coating removal work when dismantling spherical gas holders. The company has established technology for safely removing PCB-containing coatings that are difficult to remove by combining Mitani Sangyo's shot blasting (surface paint stripping) technology with the company's dismantling technology.

- Asbestos removal

Asbestos is a fibrous silicate mineral that is naturally produced, and because its fibers are extremely fine, unless necessary measures are taken when using it in facilities such as grinders and cutting machines, the asbestos will scatter and be inhaled by humans, potentially causing lung cancer and malignant mesothelioma.

Asbestos-related laws and regulations were revised in April 2022, strengthening measures to prevent the scattering of asbestos during the demolition work of buildings.

In anticipation of the expansion of the asbestos removal market, the company made Yazawa Co., Ltd., which has advanced technology for asbestos removal, a group company in December 2021, to conduct asbestos removal work in-house.

◎ **Work against soil contamination**

Soil pollution means soil being contaminated with hazardous substances (heavy metals, volatile organic compounds, chemicals, oil, etc.). Owners of land with facilities that use hazardous substances that have been abolished, such as factories, are obligated to detoxify soil contamination based on investigations by designated organizations.

The plants to be dismantled by the company cover a large area, and appropriate treatment of soil contamination is required. The company anticipates that there will be many projects for coping with soil contamination associated with the renovation and decommissioning of facilities in the future.

(Main measures/policies)

The company will promote the following measures to expand carbon-free demolition solutions.

◎ **Enhancement of bases**

In order to acquire recurring revenue-type orders (continuous orders from customers, permanent work on the same premises) and receive more orders nationwide, the company opened an office in Kitakyushu City, Fukuoka Prefecture, which is close to the Kitakyushu factory area. Moreover, the company is expanding its bases in western Japan, including the establishment of a new workshop in Kurashiki City, Okayama Prefecture.

The company is also considering opening offices in Nagoya, Osaka, and Sendai.

◎ **Strengthening cooperation with partner companies**

The company will build a platform for plant dismantling technology for decommissioning-related business by promoting partnerships with other companies that make the most of each other's strengths.

Main partners

Company	Strengths and Characteristics	Business Partnership
Hitachi Plant Construction, Ltd.	<ul style="list-style-type: none"> • Sales/on-site management/work for nuclear power plants (decommissioning, repair, etc.) • Demolition work using dismantling technologies such as a large band saw • Radiation control 	July 2018
DAI-ICHI CUTTER KOGYO K.K.	<ul style="list-style-type: none"> • Provision of diamond and water jet technology • High work quality 	September 2018
REVER HOLDINGS CORPORATION	<ul style="list-style-type: none"> • Material recycling (Major Venous) • Industrial waste treatment 	September 2019

◎ **Increase of orders received as a prime contractor**

The company aims to improve profitability by increasing direct orders received and the ratio of projects the company undertake as a prime contractor and public projects. In order to strengthen the system for projects the company undertake as a prime contractor, the company is working on promoting the qualification acquisition system, increasing the number of sales support personnel, and reforming the personnel system.

② **Overview of key strategies: DX plant solutions**

The group companies, 3D Visual K.K. and Hiro Engineering Co., Ltd., will create new services with their unique know-how and the latest technologies to provide solutions that utilize DX technologies.



(Source: The company)

(Main Efforts)

◎ **3D measurement and modeling (reform of design and processes)**

The company will provide demolition work that "visualizes" the process by converting the paper data at the time of construction more than 30 years ago into the latest 3D data.

◎ **Remote and robotized work**

Combining the company's unique demolition technology and robot control technology, the company will adopt human-robot collaborative work that can be carried out remotely and robotized at work-sites.

◎ **Expand sales of piping and plant design system AUSE/V3**

The number of users of AutoCAD provided by AUTODESK® is about 700 million worldwide, and it has built the largest community in CAD software.

3D Visual K.K., a group company, developed AutoCAD add-on software, AUSE, to further improve functions, enhance compatibility, strengthen product appeal, and expand sales through a subscription model.

◎ **Crane rail inspection robot (innovation of inspection methods)**

Overhead cranes, which are installed in plants and factory facilities and used to transport heavy objects and parts, are subject to distortion due to deterioration over time and, if left unattended, can lead to serious accidents. Therefore, the Safety Regulations for Cranes by the Industrial Safety and Health Act require crane installation companies to conduct self-inspections annually and monthly.

However, conventional visual inspections had challenges, such as the risk of accidents due to workers climbing up the ceiling, unevenness due to visual inspection, and opportunity loss due to the suspension of factory operations during the inspection.

In order to carry out this periodic inspection safely and efficiently, the company has jointly developed with iXs Co. Ltd. a robot that runs on crane rails and performs inspections.

The robot provides crane installation companies with advantages such as less risk of workers getting into accidents, always acquiring accurate and precise data, inspections being done in a short time, and inspections being possible in spare time.

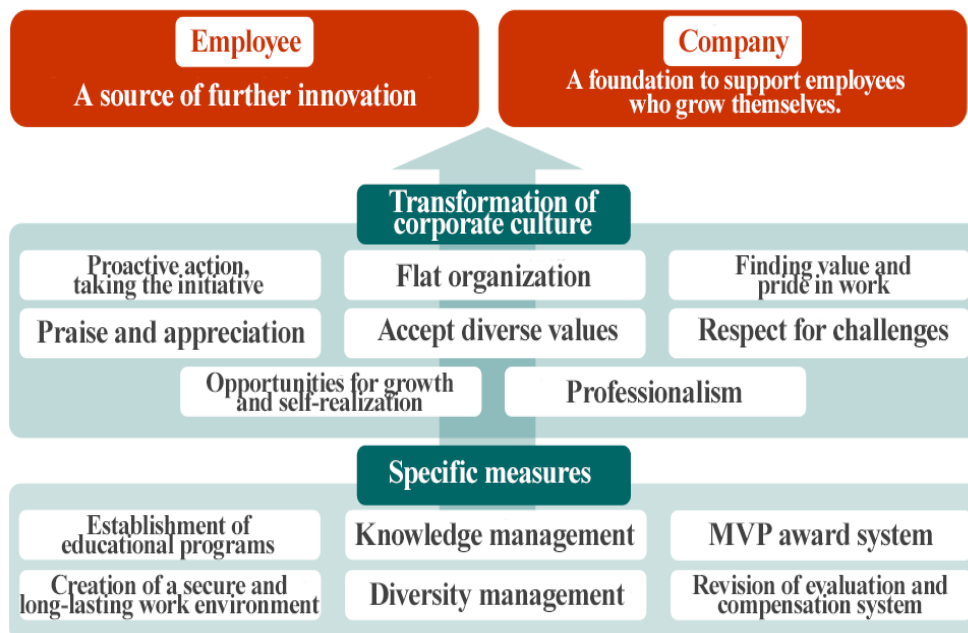
◎ **Capital and business alliance with Crassone Co., Ltd.**

In September 2022, the company signed a capital and business alliance agreement on demolition DX technology with Crassone Co., Ltd., which operates a platform for demolition work.

By establishing a system where both companies provide their different fields of expertise, such as the company's know-how related to actual work and recycling of waste material processing that it has cultivated over many years in the demolition business and the knowledge of IT and online services that Crassone has accumulated in the matching platform business, Besterra aims to expand the business of both companies through bringing DX to the demolition business, which is expected to increase in the future.

③ **Overview of key strategies: Personnel strategy**

The company will promote HR transformation. The company will transform the corporate culture by increasing employee engagement to trigger further innovation.

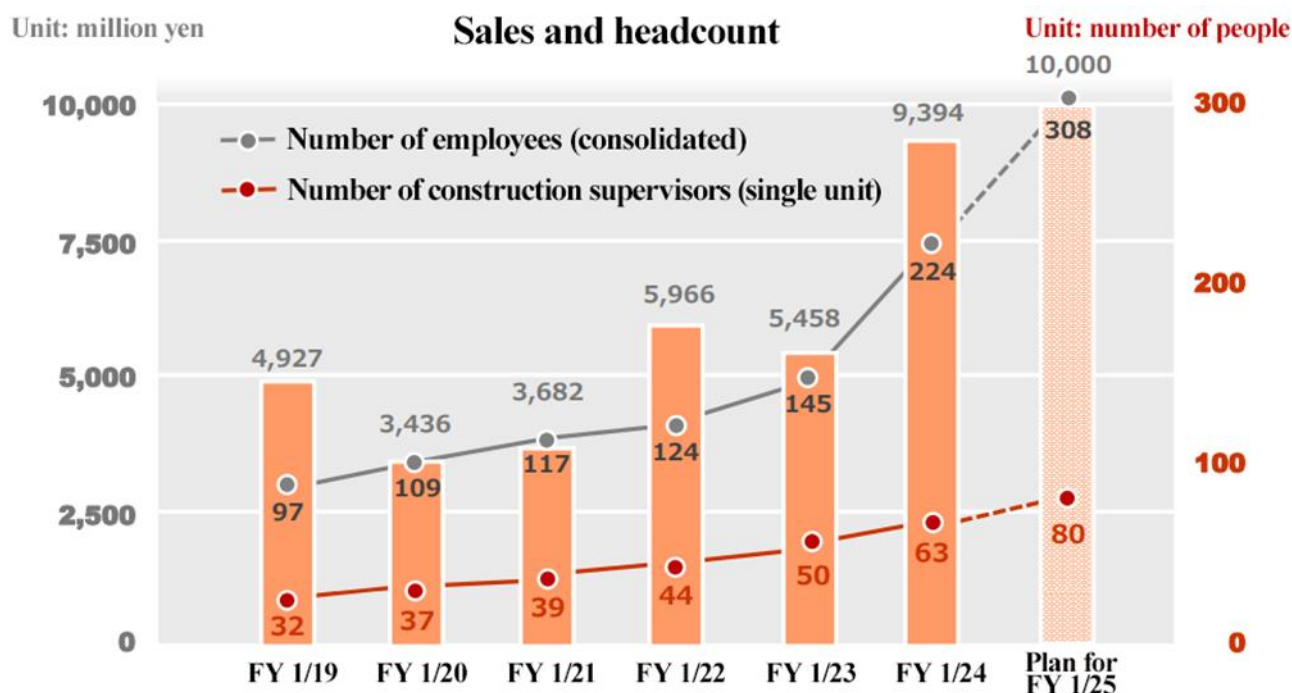


(Source: The company)

(Main Efforts)

◎ **Improving recruitment**

As an investment in the future, the company will actively promote the hiring of construction supervisors. It will also increase the number of recruiters to improve the hiring system, and it will promote diversity by increasing the number of women hired.



(Source: The company)

◎ Establishment of training programs

The company will establish an advanced demolition engineer training program which is a system for passing on skills from experienced engineers to less experienced engineers.

After training for joining the company and acquiring qualifications in follow-up training, employees will select a course of professional or management positions in mid-career training. After that, the company can foster an entrepreneurial spirit through management training.

The company will formulate and operate a personnel system that focuses on individual work styles.

◎ Knowledge management

The company will transform the tacit knowledge and technology, which are based on the experience and knowledge of individuals unevenly distributed within the company, through the creation of information databases and the use of communication tools, into explicit knowledge shared throughout the organization. By visualizing and efficiently using this explicit knowledge, the company will eliminate information asymmetry and promote organizational growth.

◎ Adoption of a commendation system

The company has adopted a regular commendation system (monthly MVP commendation, etc.) that applies to all employees and recognizes employees who embody the corporate culture and those who have achieved outstanding results monthly and yearly to enhance the corporate culture of praising and appreciating employees who take the initiative.

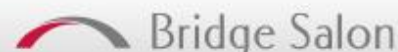
◎ Establishment of an environment in which employees can work for a long time with peace of mind

The company is making efforts to improve the working environment, by offering the highest level of income insurance in Japan, a retirement allowance system, generous subsidies for employee stock ownership associations (incentives are 15% of the accumulated amount), special paid leave (80 days, which exceeds the maximum number of days allowed under the Labor Standards Act: 40 days).

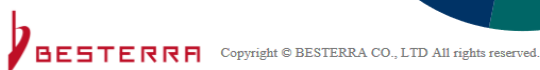
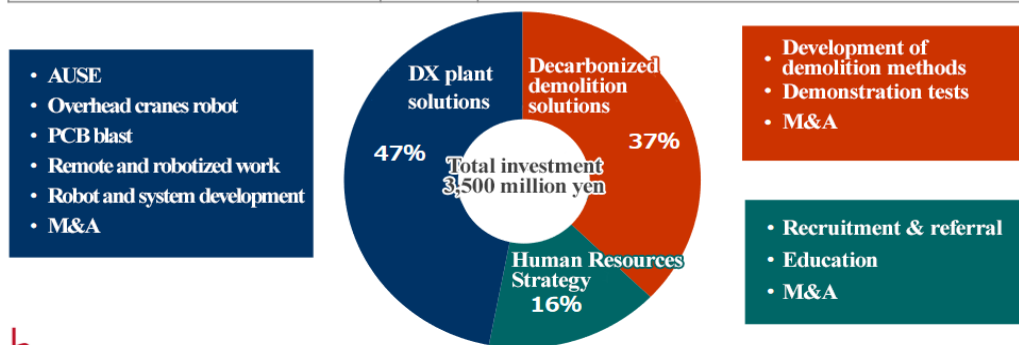
(4) Investment plan

In order to accelerate the growth speed, the company will actively invest a total of 3.5 billion yen over three years, mainly in DX plant solutions.

BRIDGE REPORT



	The amount of investment	Specific content
Decarbonized demolition solutions	1,300	Development of demolition methods, Demonstration tests, M&A
DX plant solutions	1,650	AUSE, overhead cranes robot, Remote and robotized work Robot and system development, M&A
Human Resources Strategy	550	Recruitment & referral, Education, M&A
The amount	3,500	



(Source: The company)

(5) Shareholder Returns

The company will pay stable dividends with a target payout ratio of 40%.

In the term ended January 2023, the company changed (expanded) its shareholder benefits and established the "Besterra Premium Benefits Club."

For details of the "Besterra Premium Benefits Club," please refer to the following URL:

<https://besterra.premium-yutaiclub.jp/>

(6) Progress

◎ Numerical targets

(i) As a result of strengthening the system to meet the increased demand for demolition work in the growing plant demolition market, the company achieved its original sales forecast (8.9 billion yen) for fiscal year 2025 ahead of the schedule in fiscal year 2024.

(ii) The underachievement of the DX business is compensated by the demolition business, which is the core business of the company.

(iii) The profit forecasts for the fiscal year ending January 2025 were revised, calling for an operating income of 420 million yen and a net income of 350 million yen due to the impact of orders received for low-profit demolition work, with the aim of stabilizing profits by expanding the scale of sales and prioritizing upfront investment in personnel recruitment.

	FY 1/24			FY 1/25			FY 1/26		
	Original plan Announced on March 12, 2021	Current plan Announced on December 8, 2022	Result	Original plan Announced on March 12, 2021	Current plan Announced on December 8, 2022	New plan	Original plan Announced on March 12, 2021	Current plan Announced on December 8, 2022	New plan
Sales	7,800	7,800	① 9,394	8,900	10,000	10,000	10,000	12,000	12,000
Decarbonized demolition solutions	—	7,200	② 9,049	—	8,000	② 9,512	—	9,000	② 11,000
DX plant solutions	—	600	③ 345	—	2,000	③ 488	—	3,000	③ 1,000
Operating income	720	510	246	870	800	③ 420	1,000	1,200	1,200
Net income	552	400	231	650	600	③ 350	752	880	880
ROE	11.0%	8.0%	5.5%	12.0%	10.0%	7.8%	13.0%	13.0%	13.0%
EPS	67yen	45yen	26yen	—	68yen	39yen	91yen	99yen	99yen

(Source: The company)

◎ Performance of key measures in the fiscal year ended January 2024

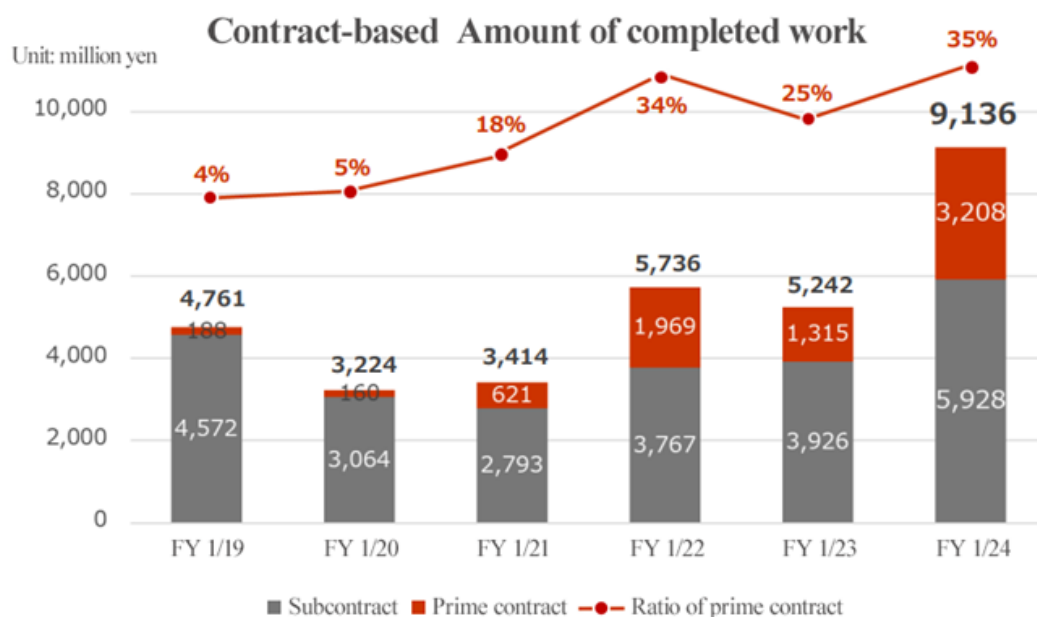
Key Measures	Implementation Details
Strengthening sales activities	<ul style="list-style-type: none"> Acquired new projects as a prime contractor Established Kurashiki Office → expansion in western Japan Improved the accuracy of quotations through the introduction of AI tools
Strengthening recruitment activities	<ul style="list-style-type: none"> Record number of new recruits (net increase of 13), although the plan has not been achieved Improved training programs → dissemination of management philosophy and the management plan to employees Implemented knowledge management → knowledge sharing by creating a database of demolition technology and sales Revised welfare benefits → ensure a good working environment that takes health and safety into consideration Expanded the qualification promotion system Established the Mirai Business Division
Expanding the company's size through M&A	<ul style="list-style-type: none"> Made Oda Corporation Co., Ltd. and TOKEN Co., Ltd. subsidiaries
Promoting DX	<ul style="list-style-type: none"> Demonstration test of a crane rail inspection robot Collaboration with Autodesk Inc. → development of new AUSE functions Strengthened the cyber security system
Strengthening the Corporate Governance System	<ul style="list-style-type: none"> Transitioned into a company with an audit and supervisory committee
Promoting environmental management	<ul style="list-style-type: none"> Scenario analysis and strategy formulation based on TCFD recommendations

(Prepared by Investment Bridge based on the company's data)

◎ Amount of completed work

Contract-based (acquisition of new projects as a prime contractor)

As a result of intensified sales activities, the percentage of demolition work as a prime contractor has increased significantly. The company aims to stabilize profits by increasing the scale of sales and will continue to actively receive orders for demolition as a prime contractor.



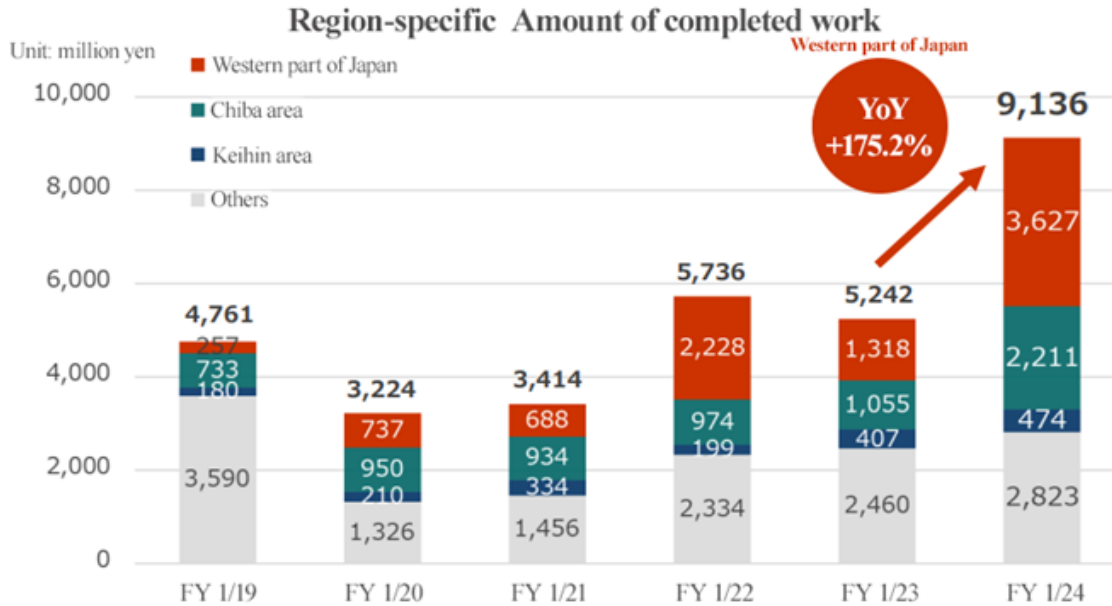
(Source: The company)

BRIDGE REPORT



Region-specific (expansion in western Japan)

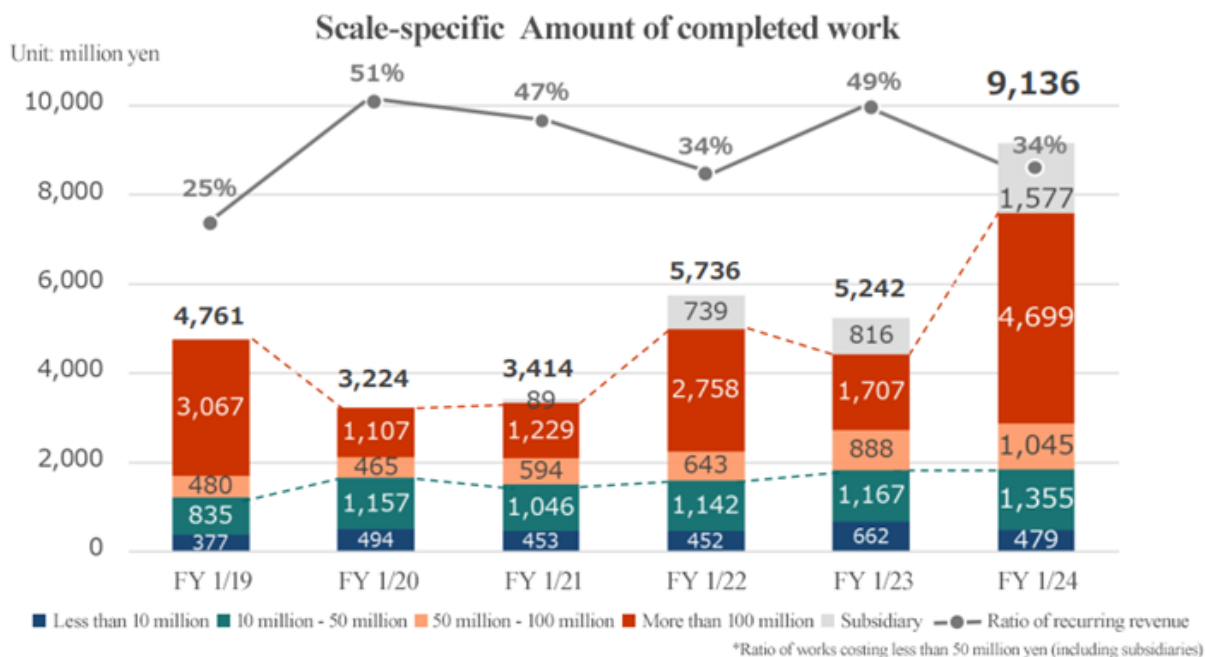
In order to capture the huge demand for demolition in the western part of Japan, the company has expanded its base by establishing a new Kurashiki office in the fiscal year ended January 2024. As a result, sales in the western part of Japan have increased significantly.



(Source: The company)

Scale-specific

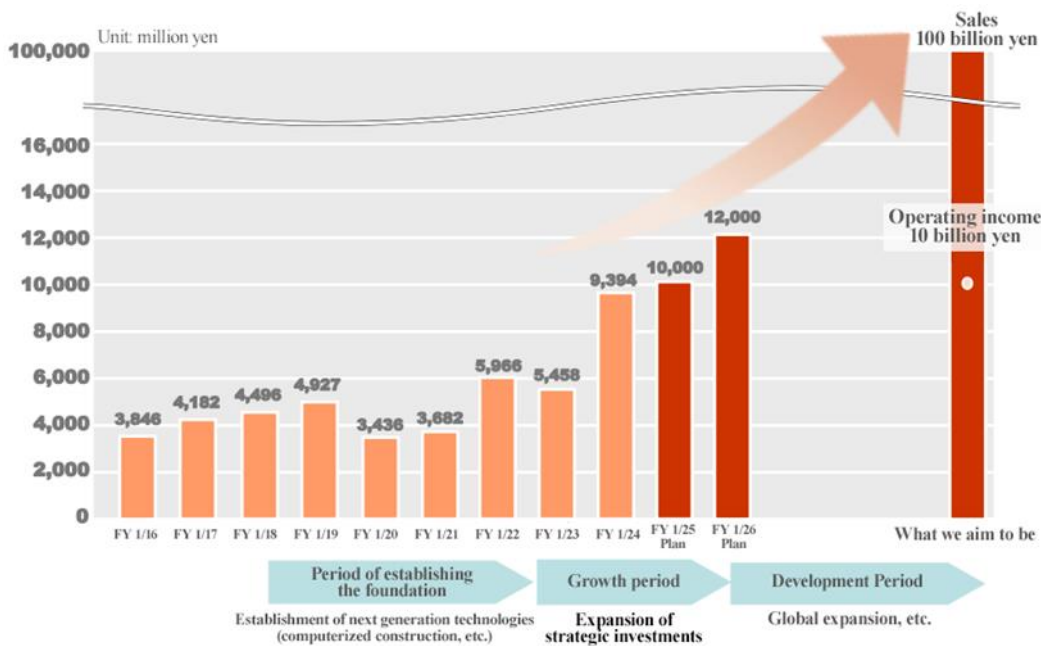
By continuing to receive orders for recurring revenue-type demolition work (projects that are continuously ordered by clients and their staff are stationed in the same premises), the company has established a sales structure that is firmly rooted in the region. As a result, orders for large-scale projects are on the rise.



(Source: The company)

(7) Long-term vision: Objectives of BESTERRA

Aim to achieve sales of 100 billion yen and profit of 10 billion yen as soon as possible.



(Source: The company)

5. Conclusions

In the fiscal year ended January 2024, sales increased significantly, with a significant improvement in profit and loss. Both sales and the number of orders received for demolition work reached record highs, demonstrating steady growth. However, while sales were substantially above the company's forecast at the beginning of the fiscal year, profit fell considerably short of the forecast. Improving profit margin is likely to be an issue in the future. At a briefing session, President Honda commented that “we aim to increase gross profit margin to 20% or higher” (16.2% in the fiscal year ended January 2024) and expressed a desire to improve the profit margin of work as a prime contractor. Regarding the long-term sales target of 100 billion yen, which may seem slightly challenging, the president gave us positive comments, such as “it can be achieved,” and the company appears to be making progress in developing an organizational structure that can withstand significant growth in sales through steady personnel recruitments.

While “decarbonization solutions (innovation through construction methods),” which is the core strategy of the “Action Plan for Decarbonization 2025,” demonstrated strong growth, progress in “DX plant solutions (innovation through IT)” was slow, but the potential demand is large in both areas, with the business environment being favorable.

We would like to pay attention to how the company will earn profit while cultivating the market by utilizing their strengths under the new management structure at an assumed speed.

<Reference: Regarding Corporate Governance>

◎ Organization type and the composition of directors and auditors

Organization type	Company with an audit and supervisory committee
Directors	8 directors, including 5 outside ones
Auditors	3 auditors, including 3 outside ones

◎ Corporate Governance Report Update date: April 27, 2023

Basic policy

In order to promote sound business administration and win social trust sufficiently, our company recognizes corporate governance as the most important issue, puts importance on the improvement of the soundness, transparency, and fairness of business administration, and complies with laws and regulations thoroughly, and all executives operate business while keeping in mind that “the violation of laws or regulations would lead to management responsibility.” In detail, our company disseminates and executes business pursuant to laws, regulations, and in-company rules thoroughly, by developing appropriate systems for making decisions about business administration, fulfilling duties, supervising work, conducting internal control, etc.

It is also important to reform management systems for “achieving appropriate share price” and “increasing share price sustainably” to emphasize shareholders and strengthen the function to check business administration, to establish global-level corporate governance. The results of such efforts would win the trust of society, increase corporate value, and satisfy shareholders.

<Reasons for Non-compliance with the Principles of the Corporate Governance Code (Excerpts)>

【Supplementary Principle 4-1-3】

We do not have a concrete plan regarding the successor of the CEO. As for the Board of Directors, the policy regarding the selection of successors is to take into consideration the personality, insight and accomplishments of each candidate and select a suitable person. In case of formulating and conducting a plan regarding the successor, we shall ensure the fairness, transparency and objectivity of the decision process and appropriately proceed with the selection by involving the Nomination and Compensation Committee, an advisory institution to the Board of Directors where outside directors account for the majority, alongside proactive involvement of the Board of Directors.

【Supplementary Principle 4-3-3】

While we have not clearly established objective, timely and transparent proceedings for the dismissal of the President or CEO, we assess the effectiveness of the Board of Directors every year and shall progress with objective, timely and transparent proceedings through the involvement of the Nomination and Compensation Committee, where outside directors account for the majority, in regard to the nomination and compensation of directors.

<Disclosure Based on the Principles of the Corporate Governance Code (Excerpts)>

【Principle 1-4 Strategically held shares】

From the viewpoint of business expansion based on maintaining and strengthening long-term, stable partnerships with business partners, etc., we will acquire and hold the shares of business partners, etc., if we judge that this will contribute to the improvement of our mid/long-term corporate value. For equity investments premised on forming business alliances, the management meets with and receives explanations of the operating environment, business strategy, and purposes of the capital alliance from representatives of the other party. Based on this, the Board of Directors comprehensively evaluates the appropriateness of the stock valuation report and judges whether the deal should take place. For strategically held shares, the Board of Directors constantly checks whether the holding of such shares will contribute to the improvement of our corporate value and confirms the purpose and rationality of said holding based on that check. Our company will appropriately buy/sell shares and exercise voting rights in accordance with relevant regulations, based on a comprehensive evaluation from the viewpoint of improving our corporate value.

【Supplementary Principle 3-1-3 Measures for sustainability】

Our company discloses initiatives concerning sustainability in the mid-term management plan and on our website. Moreover, in order to clarify initiatives for sustainability, we shall set up a Sustainability Committee as an advisory institution of the Board of Directors to control and manage the initiatives in addition to establishing the basic sustainability policy. Furthermore, we view the recruitment and education of human resources as an important challenge for improving our corporate value in the mid- to long-term and we shall create a system which will allow for independent building of career and build a free and lively corporate culture based on diversity to seek the reinforcement of human capital.

As for risks and opportunities for gaining income related to climate changes, we shall respond to the proposal by TCFD in expressing the endorsement of TCFD and participating in TCFD Consortium, and we shall proactively engage in enriching the quality and quantity of disclosures based on TCFD and equivalent frameworks and forge ahead with the enrichment of disclosure on our company website, etc.

【Supplementary Principle 4-11-1 Stance on the balance, diversity and scale of the Board of Directors and visualization of skills thereof】

The Board of Directors bears in mind the balance of the knowledge, experience, ability, etc. in regard to each business and strives to include members thought to be suitable with the number of directors at 9 or less and the number of auditors at 3 set out in the Articles of Incorporation. Our stance regarding the overall balance, diversity and scale lies in the consideration of knowledge, experience, ability, etc. necessary to promote the policies of the management philosophy, etc. when selecting director candidates. In order to further improve the effectiveness of the Board of Directors and visualize the composition balance, we shall consider skills necessary for members comprising the Board of Directors and create and disclose the skill matrix of all directors including independent outside directors in addition to evaluating the effectiveness of the Board of Directors every year and elevating the effectiveness of the Board of Directors. Moreover, we shall progress with appropriate selection of independent outside directors, including members who have management experience in other companies.

【Principle 5-1 Policy on constructive dialogue with shareholders】

Regarding requests from shareholders for dialogue (interviews), our company believes that we should express a positive attitude within a reasonable scope in order to contribute to sustainable growth and medium- and long-term improvement of the corporate value of our company. Aiming to promote constructive dialogue with shareholders, with the planning department designated as a department in charge of IR activities, our company holds financial results briefings targeted at financial institutions and investors semiannually and discloses corporate information as needed on our website and through the system of optional disclosure offered by Tokyo Stock Exchange.

This report is not intended for soliciting or promoting investment activities or offering any advice on investment or the like, but for providing information only. The information included in this report was taken from sources considered reliable by our company. Our company will not guarantee the accuracy, integrity, or appropriateness of information or opinions in this report. Our company will not assume any responsibility for expenses, damages or the like arising out of the use of this report or information obtained from this report. All kinds of rights related to this report belong to Investment Bridge Co., Ltd. The contents, etc. of this report may be revised without notice. Please make an investment decision on your own judgment.

Copyright(C) Investment Bridge Co., Ltd. All Rights Reserved.