



June 26, 2025

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 (Securities code: 3937; TSE Prime Market)
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Notice Concerning Plan for Conformity with the Listing Maintenance Criteria (Entry into Improvement Period)

Ubicom Holdings, Inc. (the "Company") did not conform with the listing maintenance criteria for the Prime Market at the end of March 2025. The Company hereby announces that it has prepared a plan to conform with the listing maintenance criteria as described below.

1. The Company's status of conformity with the listing maintenance criteria, plan period, and improvement period.

The company's conformity with the criteria for maintaining listing on the prime market as of 31 March 2025 is shown in the table below, and it is currently in an improvement period as it does not conform with the criteria for the market capitalization of tradable shares. The company will continue with various efforts to conform with the criteria to fulfil the market capitalization of tradable shares, which was not met this time. In case the company is not found to be in conformity with the criteria for the market capitalization of tradable shares within the improvement period up to 31 March 2026, it will be designated as a Securities Under Supervision (Under Confirmation) by the Tokyo Stock Exchange (hereinafter referred to as 'TSE'). Thereafter, if, as a result of the examination by the TSE based on the distribution list as of 31 March 2026 submitted by the Company, the situation is not confirmed as meeting the criteria for market capitalization of tradable shares, the Company's shares may be designated as a delisting stock, and the shares may be delisted on 1 October 2026.

The Company regards maintaining its listing on the prime market as one of its key management tasks and is taking various steps to achieve this. However, if, due to changes in the business environment, it becomes more difficult to conform with the criteria for maintaining listing on the prime market, the company will consider changing its market segment to the standard market as an option.

		Number of shareholders	Number of tradable shares	Tradable share market capitalization	Tradable shares ratio
Status of our conformity	As of March 31, 2024	3,337	62,446 units	¥8.8 billion	52.00%
	As of March 31, 2025	3,131	68,310 units	¥9.2 billion	55.70%
Listing maintenance criteria		800	20,000 units	¥10.0 billion	35%
Status of our conformity		Conformed	Conformed	Non-conforming	Conformed
Plan period (Improvement period)		—	—	Until the end of March 2026	—

*The Company's conformity status is calculated based on the distribution of the Company's share certificates and other information known to the TSE as of the reference date (31 March 2025).

2. Basic policy, issues and approaches to conform with the Listing Maintenance Standards

(1) Basic policy

The Company aims to continuously increase its corporate value by steadily pursuing its growth strategy, centered on the medical and technology consulting businesses, while at the same time maintaining a sound financial base and shareholder returns. Through these efforts, the Company aims to expand the market capitalization of its tradable shares and achieve the listing standards.

(2) Issues and Approaches

① Improvement of consolidated performance growth and ROE

Although the budget for the year ending 31 March 2025 has not been achieved, the results for the year under review show sales of JPY 6,340 million (increased by 6.7%), operating profit of JPY 1,315 million (increased by 22.7%), ordinary profit of JPY 1,341 million (increased by 43.3%) and net profit attributable to shareholders of the parent company of JPY 858 million (increased by +63.1%), all of which are record highs. The Company has been working to improve its net income, with the aim of improving ROE and increasing net profit. As a result, a comparison between the full year ending 31 March 2024 and the full year ending 31 March 2025 shows that net profit increased by 63.1% from JPY 526 million to JPY 858 million and ROE increased by 4.8 percentage points from 12.0% to 16.8%. Based on these achievements, the Group will continue to achieve solid business growth in the year ending 31 March 2026. The plan for the year ending 31 March 2026 has been formulated conservatively, considering uncertainties in the external environment, such as US tariff trends in the technology consulting business, as well as structural reforms (downsizing of sites and personnel reductions) at the China site. On this basis, we will promote the M&A strategy in the medical business, expand nationwide and build an organizational structure to strengthen our response to changes in the business environment in the technology consulting business, with the aim of realizing performance growth and maximizing corporate value.

② Measures to deal with exchange rate fluctuation risk

The Company had a certain amount of foreign exchange risk inherent in certain local assets held in yen in connection with business activities at overseas subsidiaries, etc. In view of this situation, the Company reviewed its asset management policy from 2024 with the aim of reducing foreign exchange fluctuation risk and changed the management of such local assets previously held in yen to the local currency (e.g. Philippine peso) in a timely manner.

As a result of this change in management, a foreign exchange loss of ¥92 million was recorded in the consolidated financial results for the year ended 31 March 2024, but a foreign exchange gain of ¥21 million was recorded in the consolidated financial results for the year ended 31 March 2025, an improvement of ¥113 million year-on-year. The Company will continue to strive to establish and operate an appropriate risk management system.

② Enhancement of shareholder returns

The Company's financial situation is extremely sound, with a very high equity ratio of 70.4% as of 31 March 2025. Taking advantage of this strong financial base, the company's policy is to promote M&A (mergers, acquisitions and capital alliances) for future growth as far as possible using its own funds. At the same time, we regard the return of profits to shareholders as an important management issue and continue to carefully consider our dividend policy. In the previous fiscal year (ending 2025), a commemorative dividend of 15 yen was paid in addition to a stable dividend of 25 yen, bringing the total annual dividend to 40 yen. While using this as a guideline, we will aim for a level higher than this and aim to achieve both a stable dividend and a performance-linked dividend.

3. Conformity with the criteria for maintaining listing on the Standard Market

As of the end of March 2025, according to our calculations, all of the criteria for maintaining listing on the Standard Market (number of shareholders, number of tradable shares, tradable share market capitalization and tradable shares ratio) have been met, as well as the profit criteria required for the application (ordinary profit of at least JPY 100 million).

	Number of shareholders	Number of tradable shares	Tradable share market capitalization	Tradable shares ratio
As of March 31, 2025	3,131	68,310 units	¥9.2 billion	55.70%
Listing maintenance criteria	400	2,000 units	¥1 billion	25%
Status of our conformity	Conformed	Conformed	Conformed	Conformed

*The Company's conformity status is calculated based on the distribution of the Company's share certificates and other information known to the TSE as of the reference date (31 March 2025).

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.