

Company name: ITFOR Inc.
Name of representative: Koji Sakata, President and Representative Director
(Securities code: 4743; TSE Prime Market)
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Notice Regarding the Conclusion of a Basic Agreement for the Establishment of a Joint Venture

ITFOR Inc. (the "Company") hereby announces that its Board of Directors, at a meeting held today, resolved to enter into a basic agreement to establish a joint venture through joint investment with SOURCING BROTHERS Co., Ltd. (Head Office: Chiyoda-ku, Tokyo; Co-founders: Sota Ozawa and Shotaro Watanabe; hereinafter "SB"). The details are as follows.

1. Purpose and Reason for the Establishment of the Joint Venture

In its long-term vision "HIGH FIVE 2033," the Company has set a target of achieving net sales of JPY 70 billion in FY2033. To achieve this target, the Company recognizes the necessity of capturing discontinuous growth opportunities through M&A, CVC investments, business alliances, and business development, in addition to the organic growth of its existing businesses. The Company has built a solid customer base, deep domain knowledge, and system development and operational expertise in sectors such as financial institutions, regional governments, retail and distribution, and cashless payments. At the same time, the Company determined to establish a dedicated investment structure to comprehensively drive the entire process - from deal sourcing, initial evaluation, and investment hypothesis building to due diligence, negotiation, closing, and post-investment support - in order to continuously execute M&A and startup investments and drive revenue generation through PMI, business collaboration, and joint development.

SB possesses an extensive network of startups and operating companies and has a proven track record of supporting large enterprises in open innovation, CVC, M&A, and business development. Furthermore, SB has been continuously supporting the Company's CVC and M&A-related activities and deeply understands our business strategies, investment policies, decision-making processes, and organizational challenges.

The new joint venture will be a specialized organization that integrates the expertise and networks of both the Company and SB to continuously execute M&A, CVC investments, and PMI and business development. Specifically, it will internally establish a "CVC Unit," an "M&A Unit," and a "Business Development Unit" to execute end-to-end operations spanning deal sourcing, initial evaluation, investment execution, closing, PMI, business collaboration, and revenue generation support.

Approaches to new business development:



Role of the dedicated team:

- Continuously generating new sales by utilizing all means of new business development



Achieving sustainable inorganic growth through vertically integrated operations of M&A, investments, and business development

Through this initiative, the Company Group aims to cultivate a medium- to long-term business co-creation ecosystem centered on the Company by accumulating investment, M&A, and business development expertise and external networks within the Group, moving beyond a mere case-by-case approach to individual deals.

2. Overview of the Joint Venture to be Established

(1) Name	ITFOR Growth Capital Inc. (tentative)	
(2) Location	Ichibancho Tokyu Bldg., 21 Ichibancho, Chiyoda-ku, Tokyo	
(3) Title and Name of Representative	Tsunenori Sato, President & Representative Director (planned)	
(4) Description of Business	<ul style="list-style-type: none"> • Planning, research, advisory, and execution support services related to M&A, CVC investments, capital alliances, business alliances, and other investments and alliances • Business management, operational support, growth support, and PMI support services for portfolio companies, subsidiaries, and affiliates • Planning, development, launch, and operational support services for new businesses • Other businesses incidental or related to the above 	
(5) Capital	JPY 50,000 thousand (planned)	
(6) Date of Establishment	July 2026 (planned)	
(7) Fiscal Year-End	March (planned)	
(8) Net Assets	To be determined	
(9) Total Assets	To be determined	
(10) Shareholding Ratio	ITFOR Inc.: 90%, SOURCING BROTHERS Co., Ltd.: 10%	
(11) Relationships between the Company and the joint venture	Capital Relationship	The Company plans to acquire 90% of the issued shares of the joint venture
	Personnel Relationship	2 Representative Directors of the Company plan to concurrently serve as Directors of the joint venture
	Business Relationship	The Company may provide loans or other necessary financial support to the joint venture for investments and acquisitions on a deal-by-deal basis. In addition, the joint venture may provide support services related to M&A, CVC investments, PMI, and business development to the Company or the Company Group Status as a related party: The joint venture is scheduled to be a consolidated subsidiary of the Company

Note: Any undetermined matters will be announced as necessary as soon as they are determined

3. Overview of the Joint Venture Partner

(1) Name	SOURCING BROTHERS Co., Ltd.
(2) Location	1-11-30 Nagatacho, Chiyoda-ku, Tokyo
(3) Title and Name of Representative	Sota Ozawa and Shotaro Watanabe, Co-founders
(4) Description of Business	Inorganic growth advisory

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(5) Capital	JPY 255 million (including capital reserve)	
(6) Date of Establishment	October 21, 2019	
(7) Major Shareholders and Shareholding Ratio	SBI Holdings, Inc.: 20%	
(8) Relationships between the Company and the Partner	Capital Relationship	No applicable matters
	Personnel Relationship	No applicable matters
	Business Relationship	The Company receives CVC and M&A-related support from the partner
	Status as a Related Party	No applicable matters
(9) Operating Results and Financial Position for the Past 3 Years	Not disclosed at the request of the partner	

4. Schedule

Date of Resolution by the Board of Directors	June 9, 2026
Date of Conclusion of the Basic Agreement	June 9, 2026 (planned)
Date of Conclusion of the Joint Venture Agreement	July 2026 (planned)
Date of Establishment of the Joint Venture	July 2026 (planned)
Date of Commencement of Business	July 2026 (planned)

5. Future Outlook

The impact of this transaction on the Company's consolidated financial results for the fiscal year ending March 31, 2027 is expected to be minimal. The Company will promptly announce any matters requiring disclosure should they arise.

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