

August 12, 2025

Company name:	Datasection Inc.
Representative:	Norihiko Ishihara Representative Director, President and CEO (Securities code: 3905, TSE Growth)
Contact person in charge:	Daisuke Katano Executive Vice President TEL: 050-3649-4858

Notice Regarding Shelf Registration for Stock Acquisition Rights

Datasection Inc. hereby announces that, at the meeting of the board of directors held today, the Company resolved to file a shelf registration for the issuance of stock acquisition rights (hereinafter referred to as the “Shelf Registration”). Accordingly, the Company submitted the shelf registration statement for stock acquisition rights (hereinafter referred to as the “Shelf Registration Statement”) to the Director-General of the Kanto Local Finance Bureau as of today, as outlined below.

I. Background of the Shelf Registration

In the previous consolidated fiscal year, the Group launched a new global AI data center business as a strategic core business. To develop and expand this business, we implemented a reorganization of our management structure and actively pursued the recruitment of highly skilled personnel.

From an operational standpoint, we adopted and executed a strategy to secure NVIDIA GPUs, which are in tight supply worldwide, through business alliances with leading Taiwanese server equipment suppliers. In parallel, we advanced the development and construction of “TAIZA,” our proprietary algorithm system designed to optimize the operation of large-scale GPU clusters, while deepening collaboration and discussions with our business partners and prospective partners.

At the same time, we promoted sales activities leveraging our global network, resulting in the expansion of a substantial pipeline of prospective projects aimed at providing AI data center services in Japan, the broader Asia region, and Europe.

As disclosed in the “Notice Regarding Receipt of Large-Scale Order” dated July 10, 2025, the Company, through its strategic partner NowNaw Japan Co., Ltd. (Head Office: Chuo-ku, Tokyo; Representative: Reika Omi), indirectly entered into a large-scale service agreement with one of the world’s largest cloud service providers. The agreement relates to the AI data center to be established in Osaka as the Company’s first AI data center project (hereinafter, the “First Project”). The contract term is three years, with an option to extend for an additional two years at the Company’s discretion and provides for annual contract value of USD 135,342 thousand (JPY 20,401 million), totaling USD 406,026 thousand (JPY 61,203 million) over three years and USD 676,710 thousand (JPY 102,005 million) over five years*. The First Project is now progressing in line with plan.

In addition, as announced in the “Notice Regarding the Acquisition of Fixed Assets (GPU

Servers Equipped with NVIDIA B200)” dated July 4, 2025 (hereinafter, the “Fixed Asset Acquisition Disclosure”), the Company entered into, on the same date, a sales and purchase agreement (hereinafter, the “Sales and Purchase Agreement”) with its strategic partner GIGA Computing Co., Ltd. (Head Office: New Taipei City, Taiwan; Representative: CEO, Daniel Hou) for the acquisition of a complete set of 625 GPU servers equipped with 5,000 NVIDIA B200 units. These GPU servers are to be deployed in the AI data center for the First Project. The acquisition cost for the fixed assets under the Sales and Purchase Agreement amounts to USD 272 million (JPY 41,001 million*). However, in addition to these assets, the provision of AI data center services requires substantial additional funding for related equipment acquisitions, site usage for the data center, and other purposes.

As disclosed in the “Notice Regarding Acquisition of Fixed Assets” and the “Notice Regarding Changes in Use of Proceeds from Third-Party Allotment of New Shares and the 19th and 20th Stock Acquisition Rights” dated July 16, 2025, the Company had planned to fund the future capital requirements for the fixed asset acquisition related to the First Project through a combination of advance payments from AI data center customers, borrowings, and proceeds from the issuance of the aforementioned new shares and the 19th and 20th series of stock acquisition rights. From the perspective of optimizing financing costs, proceeds from the stock acquisition rights under this shelf registration may also be allocated to these purposes, depending on the timing of fundraising and payments.

In parallel with the progress of the First Project, the probability of securing multiple large-scale prospective projects, each requiring substantial capital, has been increasing. In view of these circumstances, the Company has determined that it is necessary to secure a significant amount of its own funds in a timely manner, in order to capture these business opportunities without delay while ensuring a certain level of project profitability and strengthening its financial base. Accordingly, the funds to be raised from the stock acquisition rights under this shelf registration are planned to be allocated to capital investment and working capital for the AI data center business, including projects other than the First Project.

Prior to the fundraising through the stock acquisition rights under this shelf registration, First Plus Financial Holdings Pte. Ltd. (“First Plus”), the Company’s largest and a major shareholder and the anticipated allottee, has indicated its intention to support the Company financially. Such support is expected to include the exercise of all or part of the Company’s 19th series of stock acquisition rights, the provision of additional loans to the Company, and the acquisition and exercise of the stock acquisition rights under this shelf registration.

The Company has also been informed that First Plus may consider selling a portion of its shares in the Company to secure the funds necessary for such loans to the Company or for the acquisition or exercise of the stock acquisition rights under this shelf registration.

The specific timing, issuance terms, total issuance amount, and detailed use of proceeds for the stock acquisition rights under this shelf registration have not yet been determined. It should be noted that the issuance of the stock acquisition rights under this shelf registration is intended solely for fundraising purposes and is not aimed at granting management control to First Plus. Accordingly, the scheme will be structured so that First Plus’s voting rights ratio will not exceed a certain threshold.

*The yen amounts have been converted from U.S. dollars at the exchange rate of JPY 150.74 to USD 1.00, which was the closing rate as of the end of July 2025.

II. Shelf Registration for Stock Acquisition Rights

The Company has today submitted the Shelf Registration Statement to the Kanto Local Finance Bureau as follows:

1. Type of securities to be offered: Stock acquisition rights certificates
2. Planned issuance period: From the effective date of the shelf registration until the date one year thereafter (From August 20, 2025, to August 19, 2026)
3. Offering method: Third-Party allotment
All stock acquisition rights to be offered under this shelf registration are expected to be allotted to First Plus Financial Holdings Pte.Ltd. This will be subject to the approval of the board of directors and an extraordinary general meeting of shareholders to be held in or after August 2025.
4. Planned issuance amount: Up to JPY 78,000,000,000
(The total of the planned aggregate issue price of the stock acquisition rights certificates and the estimated total amount to be paid upon the exercise of such rights)
5. Use of proceeds: To be allocated to capital investment and working capital for the AI data center business; specific details are yet to be determined at this time.

III. Overview of the Planned Allottee (as of August 8, 2025)

1. Name	First Plus Financial Holdings Pte. Ltd.	
2. Address	8 Marina View #36-02, Asia Square Tower 1, Singapore 018960	
3. Title and Name of Representative	CEO, LI ZHIBO	
4. Description of Business	Investment business	
5. Capital	SGD 70,000,000	
6. Date of Incorporation	July 11, 2019	
7. Major Shareholder	LIVIA & HARRIET Pte. Ltd. (100%)	
8. Relationship between the listed company and the allottee	Capital relationship	The allottee is the largest and major shareholder of the Company, holding 2,230,000 common shares (representing 10.13% of voting rights ^{*1}) and 14,880 units of the 19th Series Stock Acquisition Rights (equivalent to 1,488,000 shares).
	Personnel relationship	The allottee has the right to nominate two directors to the Company. However, as of the date hereof, no directors have been appointed under this right.

	Business relationship	The Company has entered into a revolving credit facility agreement (credit limit: USD 35,000,000 * ²) with the allottee and has borrowings outstanding under this agreement.
	Related party	The allottee is a major shareholder of the Company.
9. Financial position and operating results	Not disclosed due to confidentiality obligations.	

*1: The voting rights ratio is calculated by dividing the number of voting rights held by the total number of voting rights as of today, which is derived by deducting the 101,951 shares without voting rights as of March 31, 2025 from the total number of issued shares as of today (22,103,051 shares), resulting in 220,011 voting rights. The figure is truncated to the third decimal place.

*2: The amount converted from U.S. dollars at the exchange rate of JPY 150.74 to USD 1.00, which was the closing rate as of the end of July 2025, is JPY 5,275 million.