

Bandai Namco Holdings Inc.

Notice of the Twentieth Ordinary General Meeting of Shareholders to be held on June 23, 2025

An English translation of the original notice in Japanese

DISCLAIMER

The following is an English translation of the Japanese original “Notice of the Twentieth Ordinary General Meeting of Shareholders of Bandai Namco Holdings Inc.” which meeting is to be held on June 23, 2025.

The Company provides this translation for your reference and convenience only and does not guarantee its accuracy or otherwise. In the event of any discrepancies, the Japanese original notice shall prevail.

These documents have been prepared solely in accordance with Japanese law and are offered here for informational purposes only. In particular, please note that the financial statements included in the following translation have been prepared in accordance with Japanese GAAP.

To Our Shareholders

First, I would like to express my heartfelt gratitude for your continued support.

The Bandai Namco Group, under our Purpose, “Fun for All into the Future,” the ultimate definition of who we are as a group, has worked to bring smiles to our fans around the world and make their dreams come true, thereby realizing sustainable growth while catering closely to fan needs.

In April 2025, we commenced our new three-year Mid-term Plan, under which we will further promote the IP* axis strategy in global markets with a view toward achieving sustainable growth over the medium to long term. Through our Mid-term Plan, we will boldly pursue new challenges to a greater extent than ever before under our Mid to Long-term Vision, “Connect with Fans.” By doing so, we will strengthen our connections with fans around the world, including IP fans, a wide range of business partners, shareholders, Group employees, and society.

In addition, we recognize that improving our capital efficiency and strengthening our financial position are important management issues for enhancing corporate value over the mid to long term and creating long-term profits. We have revised the shareholder return basic policy based on various considerations, including the Mid-term Plan strategies and policies surrounding our operations. We will continue to strengthen our connections with our shareholders.

The greatest assets and strengths of the Bandai Namco Group are our diverse group of employees and highly unique businesses. Looking toward the future, I have made it my mission to create growth environments where all employees around the world can freely and boldly take on challenges, and I will move forward with various initiatives to this end. No matter the environment or era, we will always value what makes Bandai Namco unique and strive to maintain our one-of-a-kind presence.

Based on our Purpose, “Fun for All into the Future,” and Mid to Long-term Vision, “Connect with Fans,” we will pursue a broad range of efforts to maximize the value of IP so that we may expand the potential of IP and bring smiles to even more people, together with our fans around the world.

We look forward to your continued support in the future.

Yuji Asako
President and Representative Director
CEO
Bandai Namco Holdings Inc.



*IP: Characters and other intellectual property

THE STRENGTHS OF THE BANDAI NAMCO GROUP

The IP axis strategy

Strength to conduct wide-ranging developments in a diverse range of businesses with powerful IP as an axis

It is through the IP axis strategy that the Group works to maximize IP value by leveraging IP worldviews and providing the optimal products and services in the optimal regions at the optimal times.

The IP axis strategy is the greatest strength of the Bandai Namco Group, which has a diverse range of businesses and extensive know-how in the field of entertainment.

In addition to maximizing businesses, the Bandai Namco Group is aiming to expand the potential of IP in order to maximize long-term IP value. To that end, the Group will advance, promote, and expand the IP axis strategy.

A diverse range of businesses developed by the Bandai Namco Group



Mid to Long-term Vision

Connect with Fans

Under our Purpose, “Fun for All into the Future,” the Bandai Namco Group positions “Connect with Fans,” which is a commitment we continued to aim for under the previous Mid-term Plan, as our Mid to Long-term Vision. Going forward, as the second chapter and action phase of “Connect with Fans,” we will make greater efforts than ever before to establish 360° connections with fans around the world (IP fans, wide range of business partners, shareholders, Group employees, and society) that are broad, deep, and multifaceted by boldly taking on new challenges.

Overview of Mid-term Plan

The two central circles in the Mid-term Plan diagram comprise the four key themes of “Creative Quality,” “Expansion,” “Growth,” and “Strengthen” as well as eight key initiatives that build on these themes. These two circles embody various complementary dynamics, including “digital and physical,” “offense and defense,” and “centrifugal and centripetal forces.”

Guided by our Purpose, “Fun for All into the Future,” and our Mid to Long-term Vision, “Connect with Fans,” we will expand the potential of IP and strengthen the various multifaceted connections we have with fans around the world (IP fans, a wide range of business partners, shareholders, Group employees, and society). By doing so, we will achieve further growth of the Bandai Namco Group.



For the details of the Mid-term Plan, please visit our website.



(Date of notice) June 2, 2025
(Start date of measures for electronic provision) May 23, 2025
5-37-8 Shiba, Minato-ku, Tokyo
Bandai Namco Holdings Inc.
Yuji Asako
President and Representative Director

Dear Shareholders,

NOTICE OF THE TWENTIETH ORDINARY GENERAL MEETING
OF SHAREHOLDERS

We would like to thank all of our shareholders for your continued support.

We will hold the Twentieth Ordinary General Meeting of Shareholders of Bandai Namco Holdings Inc. ("the Company") as follows. Your attendance would be appreciated.

If you are unable to attend the Ordinary General Meeting of Shareholders in person, please review the Reference Documents for the General Meeting of Shareholders and the materials for the General Meeting of Shareholders provided through measures for electronic provision described below and exercise your voting rights in writing or via the Internet not later than 5:30 p.m., Saturday, June 21, 2025 (Japan Time) by referring to the "Information on Exercise of Voting Rights" described below.

Date and Time: June 23, 2025 (Monday) at 10:00 a.m. (Japan Time)

Place: "Hiten," Grand Prince Hotel Shin Takanawa
3-13-1 Takanawa, Minato-ku, Tokyo

Objective of the Meeting:

Matters to be Reported:

1. Report on the Contents of the Business Reports, the Consolidated Financial Statements, and the Results of the Auditing of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the Twentieth Fiscal Year (from April 1, 2024 to March 31, 2025)
2. Report on the Contents of the Non-Consolidated Financial Statements for the Twentieth Fiscal Year (from April 1, 2024 to March 31, 2025)

Matters to be Resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendments to the Articles of Incorporation

Proposal No. 3: Election of Eleven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal No. 4: Revision of Remuneration Limit for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal No. 5: Determination of Performance-based Share Compensation Plan for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)

Measures for Electronic Provision of the Materials for the General Meeting of Shareholders

In convening this General Meeting of Shareholders, the Company takes measures for electronic provision of information for the General Meeting of Shareholders (“Electronically Provided Information”). The Electronically Provided Information is posted on the Company’s website as the “Notice of the Twentieth Ordinary General Meeting of Shareholders and Meeting Materials (As of May 23, 2025).” Please access the following website to see the Electronically Provided Information.

The Company’s website:

<https://www.bandainamco.co.jp/ir/stock/meeting.html> (in Japanese)

In addition to the Company’s website, you can see the Electronically Provided Information on the following websites.

The website for posted materials for the general meeting of shareholders:

<https://d.sokai.jp/7832/teiji/> (in Japanese)

The Tokyo Stock Exchange’s website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Please search by entering the Company’s name “Bandai Namco Holdings” or the Company’s Securities Code “7832” on the Listed Company Search page, click “Basic information,” then click “Documents for public inspection/PR information” to see the Electronically Provided Information.

- Pursuant to laws and regulations and Article 16 of the Company’s Articles of Incorporation, the document describing information for the General Meeting of Shareholders that the Company sends to shareholders who have requested delivery of such document in writing does not include the following: “Systems for Ensuring the Properness of Operations and Operating Status of the Systems” in the Business Reports; “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements; and “Non-Consolidated Statement of Changes in Equity” and “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements. Therefore, such document only constitutes a part of the documents audited by Audit & Supervisory Committee when preparing the Audit & Supervisory Committee’s Report and by the Accounting Auditor when preparing the Independent Auditor’s Report.
- If any revisions are made to the Electronically Provided Information, the Company will post a notice to that effect as well as the information before and after such revisions on the Company’s website and other applicable websites on the Internet.

Exercise of Voting Rights

Please refer to the following page for details on voting methods, deadlines, and other information.

Voting rights at the General Meeting of Shareholders are an important right of shareholders. Please review the Reference Documents for the General Meeting of Shareholders listed in the Electronically Provided Information and exercise your voting rights.

How to exercise your voting rights via the Internet:

Please enter your approval or disapproval of each item on the agenda in accordance with the information on the following page.

How to exercise your voting rights in writing (via postal mail):

Please indicate, on the Voting Rights Exercise Form, your approval or disapproval of each item on the agenda and return the completed form.

How to exercise your voting rights via attending the General Meeting of Shareholders:

When attending the meeting in person, please hand in the Voting Rights Exercise Form at the reception desk at the place of the shareholders' meeting.

Please note that if you plan to attend the General Meeting of Shareholders, you do not need to exercise your voting rights via the Internet or in writing (via postal mail).

Treatment of voting rights

- If there is no indication of approval or disapproval for the proposals on the Voting Rights Exercise Form when exercising your voting rights in writing (via postal mail), the Company shall treat it as a vote for approval.
- If you exercise your voting rights more than once both in writing (via postal mail) and via the Internet, then only the vote cast via the Internet shall be deemed valid.
- If you cast your vote via the Internet multiple times, then only the last vote cast shall be deemed valid. In addition, if you cast your vote via the Internet more than once, using a personal computer, a smartphone, etc., then only the last vote cast shall be deemed valid.

[Information on Exercise of Voting Rights]

Voting rights at the General Meeting of Shareholders are an important right of shareholders. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders described below.

You may exercise your voting rights by one of the following three methods.

When exercising voting rights in advance**Exercising your voting rights via the Internet:**

Deadline for voting:

All data entry must be completed no later than 5:30 p.m., Saturday, June 21, 2025 (Japan Time).

Please refer to the following page for the details.

Exercising your voting rights in writing (via postal mail):

Deadline for voting:

Must be received no later than 5:30 p.m., Saturday, June 21, 2025 (Japan Time).

Please indicate, on the Voting Rights Exercise Form, your approval or disapproval of each item on the agenda and return the completed form.

When exercising voting rights via attending the General Meeting of Shareholders**Exercising your voting rights via attending the General Meeting of Shareholders:**

Date and time of the General Meeting of Shareholders:

June 23, 2025 (Monday) at 10:00 a.m. (Japan Time)

Place:

“Hiten,” Grand Prince Hotel Shin Takanawa

3-13-1 Takanawa, Minato-ku, Tokyo

When attending the meeting in person, please hand in the Voting Rights Exercise Form at the reception desk at the place of the shareholders' meeting.

[Information on Exercise of Voting Rights via the Internet]

From your smartphone

STEP 1. Please scan the QR Code printed on the right side of the Voting Rights Exercise Form.

* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

STEP 2. Enter your approval or disapproval of each item on the agenda in accordance with the instructions on the screen.

From your personal computer

STEP 1. Access the website for the exercise of voting rights (<https://evote.tr.mufig.jp/>).

STEP 2. Enter the “Login ID” and “Temporary Password” printed on your Voting Rights Exercise Form and click “Login.”

STEP 3. Enter your approval or disapproval of each item on the agenda in accordance with the instructions on the screen.

* All costs associated with accessing the website for the exercise of voting rights are to be borne by the shareholders.

If you have any inquiries regarding the operation of a personal computer, a smartphone, or a mobile phone, etc. when exercising your voting rights via the Internet, please contact the following:

Transfer Agent Department (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027 (9:00 to 21:00 (Japan Time); toll free only within Japan)

Institutional investors may make use of the Electronic Voting Platform for Institutional Investors operated by ICJ, Inc.

<Note on holding of the General Meeting of Shareholders>

If there are any changes to the details or the method of administering the General Meeting of Shareholders, such information shall be provided on the Company's website. We ask that you check the Company's website for updates in regard thereto.

The Company's website:

<https://www.bandainamco.co.jp/ir/stock/meeting.html> (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Appropriation of surplus is as follows:

Fiscal year-end dividends

The Company ranks the return of profits to shareholders as one of its highest priorities in its management. The Company aims to further strengthen the competitiveness of the Bandai Namco Group (the “Group”) and, while maintaining a sound financial status, to achieve regular distributions of dividends and improvement in the Company’s corporate value.

Under the Mid-term Plan started in April 2025, the Company conducted multifaceted considerations regarding shareholder returns, taking into account the business environment surrounding our operations, our policies on strategic investments for growth, and other factors. Consequently, the Company has revised the shareholder return basic policy as described below and decided to apply the revised policy from the year-end dividend for the 20th fiscal year (fiscal year ended March 31, 2025).

As a result, in view of the Company’s performance in this fiscal year, the Company will pay a year-end dividend of ¥60 per share, which consists of a base dividend of ¥11 per share and a performance-based dividend of ¥49 per share.

Since the Company paid an interim dividend of ¥11 per share on December 10, 2024, the total annual dividend for the fiscal year will be ¥71 per share.

1. Type of dividend assets:
Cash
2. Allocation of dividend assets to be paid to shareholders and total amount of dividend:
Dividend per common share of the Company..... ¥60
Total amount of dividends ¥38,844,612,660
3. Effective date of distribution of surplus (dividend):
June 24, 2025

In the fourth quarter of this fiscal year, the Company purchased treasury shares in order to improve capital efficiency through the effective use of assets held and to implement a flexible capital policy, including a return to shareholders, in response to changes in the business environment. The total number of purchased treasury shares was 7,056,300 shares for a total purchase price of 34,999 million yen, resulting in a total return ratio of 62.7% when taking into account dividends and this purchase of treasury shares.

On April 30, 2025, the Company canceled 10,000,000 of the treasury shares held as of that date.

New shareholder return basic policy <Reference>

The Company aims to further strengthen the competitiveness of the Group and ranks the appropriate return of profits to shareholders as one of the highest priorities in management, and the basic policy is to have a total return ratio of 50% or higher.

- Implement long-term stable dividends with a minimum DOE (dividend on equity) of 3.60%
- Acquire treasury shares as appropriate with an awareness of capital cost

Proposal No. 2: Partial Amendments to the Articles of Incorporation

The Company proposes that its Articles of Incorporation be amended as provided for in the “Proposed Amendments” below.

1. Reason for the amendments

In order to achieve sustainable growth over the medium to long term, the Group started a new Mid-term Plan in April 2025 and will further promote the IP axis strategy in global markets. Under this Mid-term Plan, based on our Purpose, “Fun for All into the Future,” and Mid to Long-term Vision, “Connect with Fans,” the Group will pursue a broad range of efforts to maximize IP value while connecting with IP fans, a wide range of business partners, shareholders, Group employees, and society around the world. In addition, the Group will seek to establish a solid management foundation for growth.

Accordingly, the Company proposes to increase the number of Directors to enhance its structure for the objectives of strengthening its corporate functions and management foundation to further improve corporate value and of expanding its business, including overseas business.

2. Detail of the amendments

The details of the amendments are as follows:

(Amendments shown by underlines.)	
Current Articles	Proposed Amendments
Chapter IV Directors and Board of Directors Article 20 (Number of Directors)	Chapter IV Directors and Board of Directors Article 20 (Number of Directors)
1. The Company shall have not more than <u>ten</u> Directors (excluding Directors who are Audit & Supervisory Committee Members).	1. The Company shall have not more than <u>12</u> Directors (excluding Directors who are Audit & Supervisory Committee Members).
2. The Company shall have not more than five Directors who are Audit & Supervisory Committee Members (hereinafter referred to as “Audit & Supervisory Committee Members”).	2. The Company shall have not more than five Directors who are Audit & Supervisory Committee Members (hereinafter referred to as “Audit & Supervisory Committee Members”).

Proposal No. 3: Election of Eleven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of ten Directors (excluding Audit & Supervisory Committee Members) of the Company will expire as of the close of this General Meeting of Shareholders. Accordingly, the Company requests the election of eleven Directors (excluding Audit & Supervisory Committee Members), on the condition that Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed.

If this Proposal and Proposal No. 2 “Partial Amendments to the Articles of Incorporation” are approved and adopted as proposed, Outside Directors shall make up at least one-third of all Directors, such that five of the fifteen Directors of the Company will be independent Outside Directors.

The candidates for Director (excluding Audit & Supervisory Committee Members) of the Company are as follows.

1. Masaru Kawaguchi		Reelection
Date of Birth:	November 2, 1960	
Number of the Company’s Shares Owned:	214,700 Shares	
Number of Years in Office as Director:	9 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Chairman and Director	
■ Career Summary		
Apr. 1983:	Joined BANDAI CO., LTD.	
Apr. 2002:	Executive Officer and General Manager, Vending Machine Business Department of BANDAI CO., LTD.	
Apr. 2006:	Director in charge of distribution policy of BANDAI CO., LTD.	
Apr. 2010:	Managing Director in charge of hobby business policy and quality assurance policy of BANDAI CO., LTD.	
Apr. 2015:	Senior Managing Director in charge of toy business policy of BANDAI CO., LTD.	
Aug. 2015:	President and CEO of BANDAI CO., LTD. Executive Officer of the Company	
June 2016:	Director in charge of Toys and Hobby SBU of the Company	
Feb. 2018:	President and Representative Director of BANDAI SPIRITS CO., LTD.	
Apr. 2018:	Director in charge of Toys and Hobby Unit of the Company	
Apr. 2020:	Executive Vice President and Director in charge of Toys and Hobby Unit of the Company	
Apr. 2021:	President and Representative Director Responsible for Entertainment Unit of the Company Chairman & Director of BANDAI CO., LTD.	
Apr. 2022:	President and Representative Director, Group CEO of the Company	
Apr. 2025:	Chairman and Director of the Company (current position)	
Reasons for proposing Mr. Masaru Kawaguchi as a candidate for Director:		
Mr. Masaru Kawaguchi has served as President and Representative Director of the Company from 2022 to March 2025 and has been appropriately supervising the management of the Company by, for example, achieving the previous Mid-term Plan and record-high performance, and he possesses extensive experience, achievements, and knowledge. He is proposed as a candidate for Director as the Company considers him capable of ensuring the Group’s sustainable growth.		

2. Yuji Asako		Reelection
Date of Birth:	January 18, 1966	
Number of the Company’s Shares Owned:	165,000 Shares	
Number of Years in Office as Director:	15 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	President and Representative Director, CEO	
■ Career Summary		
Apr. 1986:	Joined BANDAI CO., LTD.	
Aug. 2005:	General Manager, Accounting Division of BANDAI CO., LTD.	
Sep. 2005:	Joined the Company, as General Manager of Corporate Administration Department in charge of PR and IR, and Accounting and Finance	
Apr. 2006:	Director of NAMCO BANDAI Games Inc. (currently Bandai Namco Entertainment Inc.)	
Apr. 2008:	Executive Officer, Division General Manager of Corporate Planning Division of the Company	
June 2010:	Director in charge of Corporate Planning and Division General Manager of Corporate Planning Division of the Company	
June 2011:	Director and Division General Manager of Corporate Planning Division of the Company	
Apr. 2014:	Director of NAMCO LIMITED (*) (currently Bandai Namco Amusement Inc.) * Newly established company through the incorporation-type company split of NAMCO LIMITED (currently Bandai Namco Entertainment Inc.)	
Apr. 2017:	Director of Bandai Namco Holdings Asia Co., Ltd.	
Apr. 2021:	Director and Division General Manager of Corporate Planning Division Supervising Amusement Unit of the Company Director of Bandai Namco Amusement Inc.	
Apr. 2022:	Director, CFO, CISO, and CSO in charge of Corporate Planning Division and Group Administrative Headquarters of the Company	
Apr. 2023:	Director of Bandai Namco Filmworks Inc.	
Apr. 2025:	President and Representative Director, CEO of the Company (current position)	
Reasons for proposing Mr. Yuji Asako as a candidate for Director:		
Mr. Yuji Asako possesses extensive experience, achievements, and knowledge relating to management and administration, including business planning and accounting, and also has demonstrated leadership in promoting the Group’s management strategies and sustainably enhancing its corporate value, including experience in roles where he was responsible for internal and external communications, such as IR, PR and SR, as well as financial strategy, information security and sustainability activities. Furthermore, he has been appropriately supervising management since being appointed as President and Representative Director of the Company in 2025. He is proposed as a candidate for Director as the Company considers him capable of ensuring the Group’s sustainable growth.		

3. Nobuhiko Momoi		Reelection
Date of Birth:	December 25, 1968	
Number of the Company’s Shares Owned:	36,100 Shares	
Number of Years in Office as Director:	3 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Executive Vice President in charge of Group Strategy (CW360)	
■ Career Summary		
Apr. 1991:	Joined Sony Corporation (currently SONY GROUP CORPORATION)	
Dec. 1998:	Joined Nemic-Lambda Co., Ltd. (currently TDK-Lambda Corporation)	
Oct. 2001:	Joined BANDAI CO., LTD.	
Jul. 2004:	General Manager of New Business Office of BANDAI CO., LTD.	
Apr. 2016:	Executive Officer and General Manager of Media Department of BANDAI CO., LTD.	
Apr. 2018:	Director in charge of Europe and Americas business policy and Head of Life Business Company of BANDAI CO., LTD. Chairman and Representative Director of BANDAI ESPAÑA S.A.	
Apr. 2021:	Managing Director in charge of media policy and Europe and Americas business Director of Bandai Namco Entertainment Europe S.A.S. (currently Bandai Namco Holdings Europe S.A.S.)	
Apr. 2022:	President and CEO of Bandai Namco Holdings USA Inc. (current position) Director in charge of US, Canada, Latin America and Europe Business Strategy of BANDAI CO., LTD. Executive Officer and General Manager of Group Business Strategy Department of the Company	
June 2022:	Director and General Manager of Group Business Strategy Department of the Company	
Apr. 2024:	Director in charge of Europe Business Strategy of BANDAI CO., LTD.	
Apr. 2025:	Executive Vice President in charge of Group Strategy (CW360) of the Company (current position)	
(Major concurrent position) President and CEO of Bandai Namco Holdings USA Inc.		
Reasons for proposing Mr. Nobuhiko Momoi as a candidate for Director:		
Mr. Nobuhiko Momoi possesses extensive experience, achievements, and knowledge in the Toys and Hobby Business around the world and has also been engaged in building ties among the various businesses of the Group as the manager in charge of the business strategy of the Group since 2022. He is proposed as a candidate for Director as the Company considers him capable of enhancing collaboration in Group management and ensuring the Group’s sustainable growth.		

4. Takashi Tsuji		New election
Date of Birth:	July 22, 1968	
Number of the Company’s Shares Owned:	10,500 Shares	
Positions and Responsibilities in the Company:	Executive Officer, CFO, Division General Manager of Corporate Planning Division	
■ Career Summary		
Apr. 1990:	Joined BANDAI CO., LTD.	
Apr. 2007:	Joined the Company	
Apr. 2015:	General Manager of Corporate Communication Department of the Company	
Apr. 2018:	Executive Officer, Deputy Division General Manager of Corporate Planning Division and General Manager of Corporate Communication Department and Corporate Planning Department of the Company	
Apr. 2025:	Executive Officer, CFO, Division General Manager of Corporate Planning Division of the Company (current position) Director of Bandai Namco Business Arc Inc. (current position) President and CEO of Bandai Namco Holdings Europe S.A.S. (current position) President and CEO of Bandai Namco Holdings UK Ltd. (current position)	
(Major concurrent positions)		
President and CEO of Bandai Namco Holdings Europe S.A.S.		
President and CEO of Bandai Namco Holdings UK Ltd.		
Reasons for proposing Mr. Takashi Tsuji as a candidate for Director:		
Mr. Takashi Tsuji possesses extensive experience, achievements, and knowledge relating to management and administration, including business planning and accounting, and has also led the business planning and management and administration of the Group as Division General Manager of the Corporate Planning Division of the Company since FY2022. He is proposed as a candidate for Director as the Company considers him capable of implementing the Group’s management strategies, strengthening global governance structures and sustainably enhancing corporate value.		

5. Noriko Fujita		New election
Date of Birth:	September 11, 1973	
Number of the Company's Shares Owned:	3,700 Shares	
Positions and Responsibilities in the Company:	Executive Officer, CISO, CIO, and CSO (Chief Sustainability Officer), Division General Manager of Group Administrative Headquarters of the Company	
■ Career Summary		
Apr. 1997:	Joined BANDAI CO., LTD.	
Apr. 2018:	Executive Officer and General Manager of Girls Business Department of BANDAI CO., LTD.	
Apr. 2023:	Director in charge of sustainability and administration policy of BANDAI CO., LTD. Director in charge of sustainability and administration policy of BANDAI SPIRITS CO., LTD.	
Apr. 2025:	Executive Officer, CISO, CIO, and CSO, Division General Manager of Group Administrative Headquarters of the Company (current position) President and CEO of Bandai Namco Business Arc Inc. (current position)	
(Major concurrent position) President and CEO of Bandai Namco Business Arc Inc.		
Reasons for proposing Ms. Noriko Fujita as a candidate for Director:		
Ms. Noriko Fujita possesses extensive experience, achievements, and knowledge in the Toys and Hobby Business and has also led the strengthening of management functions in the Group and sustainability activities as Division General Manager of the Group Administrative Headquarters of the Company and President and CEO of Bandai Namco Business Arc Inc. since 2025. She is proposed as a candidate for Director as the Company considers her capable of strengthening Group management structures and ensuring highly transparent management.		

6. Kazuhiro Takenaka		Reelection
Date of Birth:	February 11, 1964	
Number of the Company’s Shares Owned:	91,200 Shares	
Number of Years in Office as Director:	3 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Director in charge of Toys and Hobby Unit	
■ Career Summary		
Apr. 1987:	Joined BANDAI CO., LTD.	
Apr. 2006:	General Manager of Media Department of BANDAI CO., LTD.	
Apr. 2011:	Executive Officer and General Manager of Vending Machine Business Department of BANDAI CO., LTD.	
June 2015:	Director in charge of hobby business policy of BANDAI CO., LTD.	
Apr. 2018:	Director in charge of Media Department, Online Marketing Strategy Office, Collectors Toy Department, and Hobby Business Department of BANDAI SPIRITS CO., LTD.	
Apr. 2019:	Managing Director in charge of Media Department of BANDAI SPIRITS CO., LTD.	
Apr. 2021:	Executive Officer in charge of Toys and Hobby Business of Entertainment Unit of the Company President and CEO of BANDAI CO., LTD. (current position)	
June 2022:	Director in charge of Toys and Hobby Business of Entertainment Unit of the Company	
Apr. 2025:	Director in charge of Toys and Hobby Unit of the Company (current position)	
(Major concurrent position) President and CEO of BANDAI CO., LTD.		
Reasons for proposing Mr. Kazuhiro Takenaka as a candidate for Director:		
Mr. Kazuhiro Takenaka possesses extensive experience, achievements, and knowledge in the Toys and Hobby Business and has driven the business forward as President and CEO of BANDAI CO., LTD., which is the current business management company of the Toys and Hobby Unit in the Group, since 2021. He is proposed as a candidate for Director as the Company considers him capable of building closer ties between the Toys and Hobby Business and Group management.		

7. Nao Udagawa		Reelection
Date of Birth:	January 22, 1974	
Number of the Company’s Shares Owned:	78,300 Shares	
Number of Years in Office as Director:	2 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Director in charge of Digital Unit	
■ Career Summary		
Apr. 1994:	Joined BANDAI CO., LTD.	
Sep. 2000:	Joined Bandai Networks Co., Ltd.	
Apr. 2009:	Joined NAMCO BANDAI Games Inc. (currently Bandai Namco Entertainment Inc.)	
Apr. 2010:	General Manager of Studio 2, Production 2-4 of NAMCO BANDAI Games Inc.	
Apr. 2014:	Executive Officer and Deputy Division Head of Business Division II of NAMCO BANDAI Games Inc.	
Apr. 2015:	Director in charge of NE Business Division and Division Head of NE Business Department of Bandai Namco Entertainment Inc.	
Apr. 2018:	Managing Director in charge of NE Business Department, CE Business Department, and CE Asia Business Department of Bandai Namco Entertainment Inc.	
Apr. 2021:	President and Representative Director of BANDAI SPIRITS CO., LTD.	
Apr. 2023:	Executive Officer in charge of Digital Business of Entertainment Unit of the Company President and CEO of Bandai Namco Entertainment Inc. (current position)	
June 2023:	Director in charge of Digital Business of Entertainment Unit of the Company	
Apr. 2025:	Director in charge of Digital Unit of the Company (current position)	
(Major concurrent position) President and CEO of Bandai Namco Entertainment Inc.		
Reasons for proposing Ms. Nao Udagawa as a candidate for Director:		
Ms. Nao Udagawa possesses extensive experience, achievements, and knowledge from her wide-ranging involvement in multiple businesses in the Group. She has driven the business forward as the President and CEO of Bandai Namco Entertainment Inc., which is the current business management company of the Digital Unit in the Group, since 2023. She is proposed as a candidate for Director as the Company considers her capable of building closer ties between the Digital Business and Group management.		

8. Makoto Asanuma		Reelection
Date of Birth:	April 23, 1963	
Number of the Company’s Shares Owned:	83,500 Shares	
Number of Years in Office as Director:	6 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Director in charge of Visual and Music Unit	
■ Career Summary		
Apr. 1986:	Joined Kabushiki Kaisha Network	
Oct. 2000:	Joined Bandai Networks Co., Ltd.	
Apr. 2004:	General Manager of Mobile Business Department of Bandai Networks Co., Ltd.	
June 2005:	Director, Deputy Division Head of Business Division and General Manager of Content Business Department of Bandai Networks Co., Ltd.	
Apr. 2009:	Executive Officer and Deputy Division Head of NE Business Division of NAMCO BANDAI Games Inc. (currently Bandai Namco Entertainment Inc.)	
Oct. 2010:	President and Representative Director of Bandai Namco Online Inc.	
Apr. 2014:	Director, Division Head of Business Division I of Bandai Namco Entertainment Inc.	
Apr. 2015:	Managing Director in charge of Global Business Promotion Unit / Media Unit of Bandai Namco Entertainment Inc.	
Apr. 2018:	Senior Managing Director of SUNRISE INC. (currently Bandai Namco Filmworks Inc.)	
Mar. 2019:	Chairman of SUNRISE SHANGHAI CO., LTD.	
Apr. 2019:	Executive Officer in charge of IP Creation Unit of the Company President and CEO of SUNRISE INC. (currently Bandai Namco Filmworks Inc.) (current position)	
June 2019:	Director in charge of IP Creation Unit of the Company	
Apr. 2021:	Director in charge of Creation Business of IP Production Unit of the Company	
Apr. 2022:	Director in charge of IP Production Unit of the Company	
Apr. 2025:	Director in charge of Visual and Music Unit of the Company (current position) President and CEO of Bandai Namco Filmworks America, LLC (current position)	
(Major concurrent position)		
President and CEO of Bandai Namco Filmworks Inc.		
Reasons for proposing Mr. Makoto Asanuma as a candidate for Director:		
Mr. Makoto Asanuma possesses extensive experience, achievements, and knowledge from his wide-ranging involvement in multiple businesses in the Group. He has driven the business forward as the President and CEO of SUNRISE INC. (currently Bandai Namco Filmworks Inc.), which is the current business management company of the Visual and Music Unit in the Group, since 2019. He is proposed as a candidate for Director as the Company considers him capable of building closer ties between the Visual and Music Business and Group management.		

9.	Hiroshi Kawasaki	Reelection
Date of Birth:	April 24, 1963	
Number of the Company’s Shares Owned:	95,250 Shares	
Number of Years in Office as Director:	4 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Director in charge of Amusement Unit	
■ Career Summary		
Apr. 1987:	Joined BANDAI CO., LTD.	
Apr. 2001:	Executive Officer and General Manager of Innovative Toy Business Department of BANDAI CO., LTD.	
Oct. 2005:	General Manager of President’s Office and Corporate Planning Department of the Company	
Apr. 2007:	Director of NAMCO LIMITED (*) (currently Bandai Namco Amusement Inc.) * Newly established company through the incorporation-type company split of NAMCO LIMITED (currently Bandai Namco Entertainment Inc.)	
Apr. 2015:	Managing Director of NAMCO LIMITED	
Apr. 2018:	Director of Bandai Namco Entertainment Inc.	
Apr. 2021:	Executive Officer in charge of Amusement Unit of the Company President and CEO of Bandai Namco Amusement Inc. (current position)	
June 2021:	Director in charge of Amusement Unit of the Company (current position)	
Apr. 2023:	President and CEO of Bandai Namco Amusement Lab Inc.	
Feb. 2025:	President and CEO of Bandai Namco Experience Inc. (*) (current position) * Bandai Namco Experience Inc. is a company to which all business-related departments, other than those involved in facility operations, were transferred from Bandai Namco Amusement Inc. through an absorption-type company split without consideration.	
(Major concurrent position) President and CEO of Bandai Namco Experience Inc.		
Reasons for proposing Mr. Hiroshi Kawasaki as a candidate for Director:		
Mr. Hiroshi Kawasaki possesses extensive experience, achievements, and knowledge from his wide-ranging involvement in multiple businesses in the Group. He has driven the business forward as the President and CEO of the current business management company of the Amusement Unit in the Group (Bandai Namco Amusement Inc. was the business management company until March 2025 until Bandai Namco Experience Inc. took on that role in April 2025) since 2021. He is proposed as a candidate for Director as the Company considers him capable of building closer ties between the Amusement Business and Group management.		

10.	Toshio Shimada	Reelection
		Outside Director
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Date of Birth:	June 4, 1957	
Number of the Company's Shares Owned:	--- Shares	
Number of Years in Office as Director:	4 Years	
Attendance Rate at Board of Directors Meetings:	100.0% (18/18)	
Positions and Responsibilities in the Company:	Outside Director	
<hr/>		
■ Career Summary		
<hr/>		
Apr. 1980:	Joined JGC CORPORATION (currently JGC HOLDINGS CORPORATION)	
Jul. 1990:	Joined Sanwa Research Institute Corp. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)	
Aug. 1992:	Joined JGC Information Systems Co., Ltd.	
Nov. 1997:	Joined CAC Corporation (currently CAC Holdings Corporation)	
Mar. 2000:	Executive Officer and General Manager of Corporate Planning Department of CAC Corporation	
Mar. 2002:	Director and General Manager of Corporate Planning Division of CAC Corporation	
Jul. 2003:	Managing Director and General Manager of Operational Headquarters of CAC Corporation	
Mar. 2004:	President and CEO of CAC Corporation	
Jan. 2011:	Chairman and CEO of CAC Corporation	
June 2011:	Vice Chairman of Japan Information Technology Services Industry Association	
Mar. 2015:	Director and Chairman of CAC Holdings Corporation	
Mar. 2019:	Special Advisor of CAC Holdings Corporation (current position)	
June 2021:	Outside Director of the Company (current position)	
May 2023:	Outside Director of AEON DELIGHT CO., LTD. (current position)	
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(Major concurrent positions)		
Special Advisor of CAC Holdings Corporation		
Outside Director of AEON DELIGHT CO., LTD.		
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Reasons for proposing Mr. Toshio Shimada as a candidate for Outside Director and expected role:		
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Given Mr. Toshio Shimada's extensive knowledge and experience in corporate management, the Company anticipates that he will be able to further strengthen management oversight and checking functions and introduce his extensive knowledge concerning the fusion of corporate management and digital technology into the Company's managerial perspective, and thus believes that he will be able to perform the duties of an Outside Director appropriately.		
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11.	Koichi Kawana		Reelection
			Outside Director
	Date of Birth:	April 23, 1958	
	Number of the Company's Shares Owned:	--- Shares	
	Number of Years in Office as Director:	6 Years	
	Attendance Rate at Board of Directors Meetings:	94.4% (17/18)	
Positions and Responsibilities in the Company:		Outside Director	
■ Career Summary			
Apr. 1982:	Joined JGC CORPORATION (currently JGC HOLDINGS CORPORATION)		
Jul. 1997:	General Manager, Abu Dhabi Office and General Manager, Kuwait Office of JGC CORPORATION		
Jul. 2001:	General Manager, London Office and JGC UK Managing Director of JGC CORPORATION		
May 2004:	General Manager, Project Business Investment Promotion Department, Project Business Promotion Division, Global Marketing Division of JGC CORPORATION		
Aug. 2007:	Executive Officer, Senior General Manager, New Business Promotion Division, Global Marketing Division of JGC CORPORATION		
Jul. 2009:	Managing Director, Senior General Manager, Global Marketing Division of JGC CORPORATION		
June 2010:	Representative Director, Senior Executive Vice President of JGC CORPORATION		
Jul. 2011:	Representative Director and President of JGC CORPORATION		
June 2017:	Director, Vice Chairman of JGC CORPORATION		
June 2018:	Vice Chairman of JGC CORPORATION		
June 2019:	Outside Director of the Company (current position) Outside Director (Audit & Supervisory Committee Member) of COMSYS Holdings Corporation Outside Director of TOKYO ELECTRON DEVICE LIMITED		
June 2020:	External Director of ispace, inc. (current position)		
Mar. 2023:	Outside Director of KUBOTA Corporation (current position)		
June 2023:	Director and Chairman of RENOVA, Inc. (current position)		
(Major concurrent positions)			
External Director of ispace, inc.			
Outside Director of KUBOTA Corporation			
Director and Chairman of RENOVA, Inc.			
Reasons for proposing Mr. Koichi Kawana as a candidate for Outside Director and expected role:			
Given Mr. Koichi Kawana's extensive knowledge and experience in corporate management, the Company anticipates that he will be able to further strengthen management oversight and checking functions and introduce a global managerial perspective based on his extensive experience working overseas, and thus believes that he will be able to perform the duties of an Outside Director appropriately.			

- (Notes)
1. Each of Mr. Toshio Shimada and Mr. Koichi Kawana is a candidate for Outside Director of the Company. Each of Mr. Toshio Shimada and Mr. Koichi Kawana is currently Outside Director of the Company. As of the close of this General Meeting of Shareholders, Mr. Toshio Shimada will have served as Outside Director for approximately four years, and Mr. Koichi Kawana will have served as Outside Director for approximately six years.
 2. Independence as Outside Director
The Company believes that Mr. Toshio Shimada and Mr. Koichi Kawana, who are candidates for Outside Director of the Company, both satisfy the Company's Standards for the Independence of Outside Directors (please refer to "Standards for the Independence of Outside Directors" described below) and thus have no risk of conflicts of interest with general shareholders and

have a high degree of independence. The Company has filed a notification with the Tokyo Stock Exchange that each of the candidates would be an independent officer as defined in the rules of the Tokyo Stock Exchange and would be an independent officer of the Company after the election at this Ordinary General Meeting of Shareholders.

3. The name of Ms. Noriko Fujita in the family register is Noriko Takao.
4. The name of Ms. Nao Udagawa in the family register is Nao Ochiai.
5. The Company does not intend to conclude with each of the candidates for Outside Director a Liability Limitation Agreement provided for in Article 427, Paragraph 1 of the Companies Act.
6. The Company does not intend to conclude with each of the candidates for Director an Indemnification Agreement provided for in Article 430-2, Paragraph 1 of the Companies Act.
7. The Company has concluded a Directors and Officers Liability (D&O) Insurance Policy prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and the overview of said insurance policy is as stated in “2. Current Status of the Company (2) Officers of the Company” of the Business Reports. If this Proposal is approved and adopted as proposed, each of the candidates for Director will be included as an insured under the policy. In addition, the Company plans to renew the policy with the same terms at the time of its renewal.
8. There are no special interests between each of the candidates for Director and the Company.
9. In addition to the number of Board of Directors meetings held as stated above, one written resolution was adopted, which is deemed to constitute a resolution by the Board of Directors pursuant to the provisions of Article 370 of the Companies Act and the provisions of the Articles of Incorporation.

Policy on and process for selecting candidates for Director of the Company <Reference>

The Company selects candidates for Director (including Audit & Supervisory Committee Members) of the Company using the following policy and process.

Policy on and process for selecting candidates for Director of the Company

To select candidates for Director of the Company, candidates are nominated on the basis of sufficiently broad expertise and experience in decision-making for corporate management, background in a business supervisory capacity, or achievements and knowledge from their career to date. The basic policy is that at least one-third of Directors should be Outside Directors and all of the Outside Directors should be independent Outside Directors.

To select candidates for independent Outside Director of the Company, nominations that provide an appropriate balance of, for example, individuals with extensive experience in corporate management, individuals with profound knowledge of corporate strategy, lawyers who are experts in compliance and other internal controls, or certified public accountants and certified public tax accountants who are experts in accounting and tax affairs, are considered and a decision is made accordingly.

When selecting candidates for Director (excluding Audit & Supervisory Committee Members) of the Company, a Personnel Committee of which the chair and a majority of the members are independent Outside Directors is established on a discretionary basis to act as a forum for debate and receive recommendations based on the respective candidate's achievements and knowledge, and the independent Outside Directors conduct interviews with new candidates for Director (excluding Audit & Supervisory Committee Members) before a decision is made at a Board of Directors meeting.

The selection of candidates for Director, Audit & Supervisory Committee Member is decided by the Board of Directors after considering the necessary capabilities, experience, character, etc. and receiving the consent of the Audit & Supervisory Committee.

Standards for the Independence of Outside Directors (Reference)

The Company has established the following “Standards for the Independence of Outside Directors,” based on which the Company nominates Outside Directors (including Audit & Supervisory Committee Members).

Standards for the Independence of Outside Directors

In order for the Outside Directors of the Company to be judged as being independent, such Outside Directors must not fall under any of the following items.

1. Any person for whom the Company (including group companies of the Company; the same applies hereinafter) is a major business partner
2. Any Executive Director, Executive Officer, Manager or other employee of a company for which the Company is a major business partner
3. Any person who is a major business partner of the Company
4. Any Executive Director, Executive Officer, Manager or other employee of a company that is a major business partner of the Company
5. Any attorney-at-law, certified public accountant, certified public tax accountant, consultant or other expert who receives monies or other economic benefits of a certain amount or more from the Company
6. Any person belonging to a company, association or other organization such as a law firm, auditing firm, tax accountant corporation and consultancy which receives monies or other economic benefits of a certain amount or more from the Company
7. Any person who is a major shareholder of the Company
8. Any Executive Director, Executive Officer, Manager or other employee of a company or other organization that is a major shareholder of the Company
9. Any Executive Director, Executive Officer, Manager or other employee of a company in which the Company is a major shareholder
10. Any person receiving donations or subsidies of a certain amount or more from the Company
11. Any person who is a Board member or other Executive Officer in a company, association or other organization which receives donations or subsidies of a certain amount or more from the Company
12. If an Executive Director or Director who is a full time Audit & Supervisory Committee Member of the Company concurrently holds a position as an Outside Director or Outside Audit & Supervisory Board Member at another company, any person who is an Executive Director, Executive Officer, Manager or other employee of that company
13. Any person who has come under one of the categories listed in items 1 through 12 above in the past five years
14. If a person coming under one of the categories listed in items 1 through 12 above is an important person, that person's spouse or relative within the second degree of kinship
15. The spouse or relative within the second degree of kinship of any person who is a Director, Executive Officer, Manager or other important employee of the Company or its subsidiaries

- (Notes)
- 1 In item 1, where it reads “any person for whom the Company is a major business partner,” this means any person, excluding those who are included in item 5, who has received total payments from the Company of ¥10 million or more in that person's most recent business year, in addition to payments received from the Company for their remuneration as a Director.
 - 2 In item 2, where it reads “a company for which the Company is a major business partner,” this means any company that has received payments from the Company equivalent to or more than 2% of that company's annual consolidated net sales for the most recent business year, or ¥100 million; whichever is greater.
 - 3 In items 3 and 4, where it reads “any person who is a major business partner of the Company,” this means any person (or company) who has paid to the Company an amount equal to 2% or more of the Company's annual consolidated net sales for the most recent business year, or any person (or company) who has provided the Company with loans in an amount equal to 2% or more of the value of the Company's consolidated total assets as of the end of the most recent business year.
 - 4 In items 5, 10 and 11, where it reads “a certain amount,” this means ¥10 million a year. However, for items 5 and 10, payments received from the Company for their remuneration as a Director are excluded.
 - 5 In item 6, where it reads “a certain amount,” this means the amount of 2% or more of the total net sales for that company, association or organization for the most recent business year, or ¥100 million;

whichever is greater.

6 In items 7 to 9, where it reads “major shareholder,” this means any shareholder who directly or indirectly holds 10% or more of the total number of voting rights as of the end of the most recent business year.

Portfolio of Anticipated Director Skills after Election (Skill Matrix) <Reference>

Candidates			Gender	Corporate management	Business Segment Experience				
					Digital	Toys and hobby	Visual and music	IP creation and development	Facilities and machines
Directors (excluding Audit & Supervisory Committee Members)	Inside	Masaru Kawaguchi	M	✓	✓	✓		✓	
		Yuji Asako	M	✓					
		Nobuhiko Momoi	M	✓		✓		✓	
		Takashi Tsuji	M	✓					
		Noriko Fujita	F	✓		✓			
		Kazuhiro Takenaka	M	✓		✓		✓	
		Nao Udagawa	F	✓	✓	✓		✓	
		Makoto Asanuma	M	✓	✓		✓	✓	✓
		Hiroshi Kawasaki	M	✓	✓	✓		✓	✓
	Outside	Toshio Shimada	M	✓					
		Koichi Kawana	M	✓					
Directors (Audit & Supervisory Committee Members)	Inside	Takashi Kaneko	M						
		Toru Shinoda	M						
	Outside	Satoko Kuwabara	F						
		Takayuki Komiya	M	✓					

Candidates			Finance, accounting, and tax affairs	Sustainability	Internationality	Legal affairs	Digital technology and information security	Independence
Directors (excluding Audit & Supervisory Committee Members)	Inside	Masaru Kawaguchi		✓			✓	
		Yuji Asako	✓	✓			✓	
		Nobuhiko Momoi			✓			
		Takashi Tsuji	✓		✓			
		Noriko Fujita		✓				
		Kazuhiro Takenaka		✓				
		Nao Udagawa		✓			✓	
		Makoto Asanuma		✓			✓	
		Hiroshi Kawasaki		✓				
	Outside	Toshio Shimada					✓	✓
		Koichi Kawana		✓	✓			✓
Directors (Audit & Supervisory Committee Members)	Inside	Takashi Kaneko	✓					
		Toru Shinoda	✓					✓
	Outside	Satoko Kuwabara				✓		✓
		Takayuki Komiya	✓					✓

Proposal No. 4: Revision of Remuneration Limit for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the Seventeenth Ordinary General Meeting of Shareholders held on June 20, 2022, it was resolved that the remuneration limit for the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members) would be 1,000 million yen per fiscal year (including a maximum of 100 million yen for Outside Directors), of which 450 million yen would be for base remuneration and the remaining 550 million yen would be for cash bonuses. The Company seeks approval for setting a new remuneration limit for Directors (excluding Directors who are Audit & Supervisory Committee Members) of 1,200 million yen per fiscal year (including a maximum of 100 million yen for Outside Directors), of which 600 million yen will be for base remuneration and the remaining 600 million yen will be for cash bonuses.

Cash bonuses are to be calculated within a range of 0% to 200% of the predetermined base amount based on the actual consolidated operating profit and EPS (earnings per share) of the Group for each fiscal year, with the payment ratio changing within that range depending on the results of an evaluation of the progress of sustainability initiatives. Cash bonuses are to be paid within a limit of 1.5% of profit attributable to owners of parent and shall not exceed 600 million yen at the maximum.

The Company has determined that the content of this Proposal is reasonable given that it has been deliberated on by the Personnel Committee, which is an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors, taking into account factors such as recent economic conditions, the scale of the Company's business, the future composition of the Board of Directors, and the expansion of the duties that the Directors are required to perform.

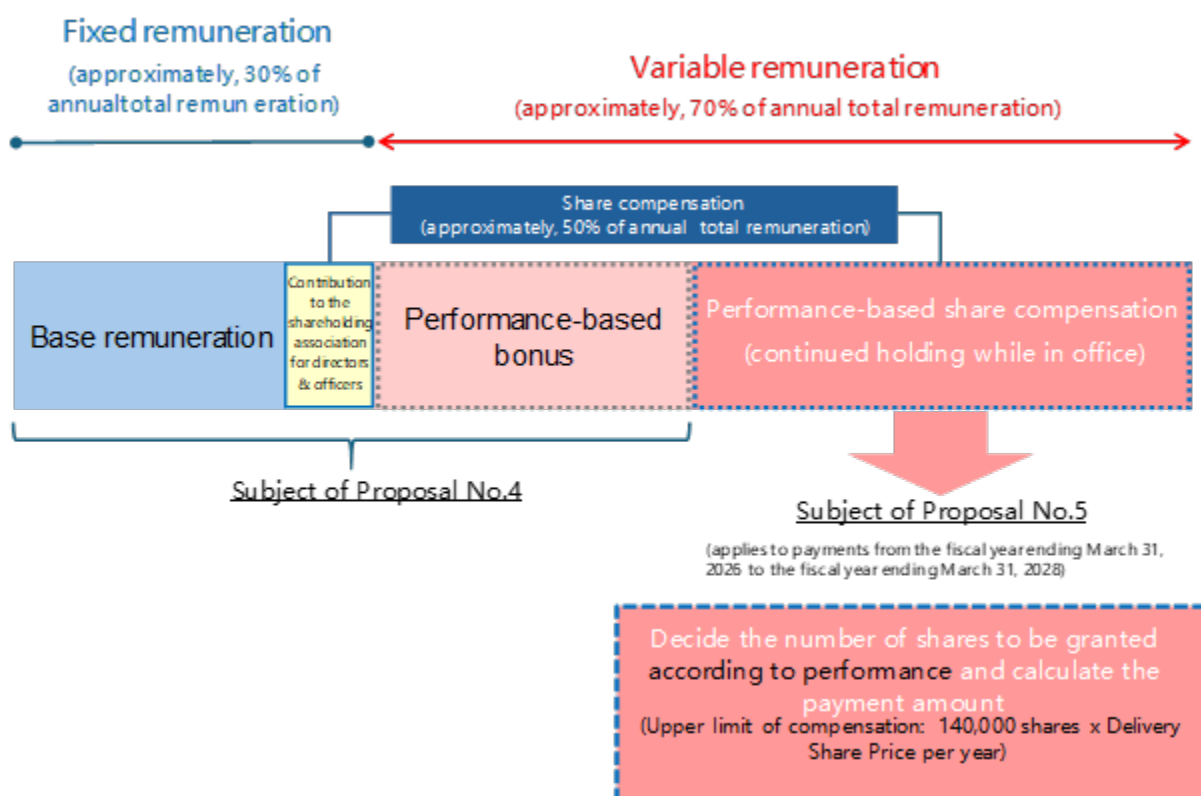
Please note that although the Company established a policy for determining the composition of remuneration, etc. for individual Directors at the Board of Directors meeting held on May 19, 2022, the Company plans to make amendments to the policy as stated on pages 35 and 36 on the condition that this Proposal and Proposal No. 5 "Determination of Performance-based Share Compensation Plan for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)" are approved and adopted as proposed.

There are currently ten Directors (excluding Directors who are Audit & Supervisory Committee Members) (including two Outside Directors), and the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) will be eleven (including two Outside Directors) if Proposal No. 2 "Partial Amendments to the Articles of Incorporation" and Proposal No. 3 "Election of Eleven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)" are approved and adopted as proposed.

Proposal No. 5: Determination of Performance-based Share Compensation Plan for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)

The Company seeks approval with respect to the determination of a performance-based share compensation plan for Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors; the “Eligible Directors”), namely, to provide monetary compensation claims for granting common shares of the Company and cash with an upper limit per fiscal year equivalent to the amount obtained by multiplying 140,000 shares by the share price at the time of delivery (meaning the delivery share price defined in (2) (*3) below; the “Delivery Share Price”) (that plan, the “Plan”) in a way that conforms to the Mid-term Plan of the Bandai Namco Group (from April 2025 to March 2028) that was started in April 2025 (the “Mid-term Plan”).

(Reference) If this Proposal and Proposal No. 4 “Revision of Remuneration Limit for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” are approved and adopted as proposed, the overview of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) will be as follows.



At the Seventeenth Ordinary General Meeting of Shareholders of the Company held on June 20, 2022, approval was received for a plan that provides monetary compensation claims for granting common shares of the Company and cash to the Eligible Directors with an upper limit per fiscal year equivalent to the amount obtained by multiplying 45,000 shares (which became 135,000 shares due to a share split conducted by the Company on April 1, 2023 in which each common share was split into three shares) by the Delivery Share Price in a way that conformed to the Mid-term Plan of the Bandai Namco Group (from April 2022 to March 2025) (that compensation plan, the “Current Plan”).

Based on the Mid-term Plan that was started in April 2025, the Company intends, for the objective of sharing value with shareholders and continuously promoting improvement in corporate value over the medium to long term, to set the total amount of monetary compensation claims and cash to be paid as performance-based share compensation whose upper limit per fiscal year is the amount obtained by multiplying 140,000 shares by the Delivery Share Price, which is an amount considered to be reasonable in light of the objective described above, excluding the amount of remuneration, etc. (1,200 million yen or less per fiscal year) that is requested to be approved in Proposal No. 4 “Revision of Remuneration Limit for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members).” As described below, under the Plan, the target performance under the Current Plan is raised and the payment levels upon the achievement of the target performance are revised.

Under the Plan, taking the predetermined reference number of share units in accordance with the roles of Eligible Directors as the basis for calculation, common shares of the Company and cash will be delivered or provided to Eligible Directors according to the number of payment share units that is determined based on the status of attainment of the performance targets for the Company’s consolidated operating profit for each fiscal year during the period of the Mid-term Plan (the “Evaluated Fiscal Years”). Under the Plan, the number of payment share units will be determined only based on the performance results, and the shares will be provided only when consolidated operating profit is 100 billion yen or higher, and thereafter, the number of payment share units will be gradually increased until consolidated operating profit reaches 200 billion yen (which is the final fiscal year target for the Mid-term Plan). It is possible to directly reflect fluctuations in the share price in the remuneration by designing the Plan as described above. In addition, the Company will determine whether payments will be made and the number of payment share units based on the performance results of each Evaluated Fiscal Year. However, notwithstanding the above, if a Director of the Company is also a President and Representative Director of any of four business management companies of the Group, namely Bandai Co., Ltd. (“BC”), Bandai Namco Entertainment Inc. (“BNE”), Bandai Namco Filmworks Inc. (“BNF”), and Bandai Namco Experience Inc. (“BNXP”), and if the business that the relevant Director is responsible for in the relevant company records an operating loss for the Evaluated Fiscal Year, the performance-based share compensation will not be provided.

In addition, as in the case of the Current Plan, common shares of the Company to be delivered under the Plan are subject to sale restrictions during the term of office of each Director, etc. in order to ensure ongoing sharing of value with shareholders during the term of office of the Director, etc. Therefore, cash converted at the Delivery Share Price will be provided for part of the determined number of payment share units so that such cash may be applied to the funds for tax imposed when common shares of the Company are delivered to an Eligible Director.

The Company has determined that the content of this Proposal is reasonable given that it has been decided at a Board of Directors meeting after deliberation by the Personnel Committee, which is an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors.

The number of Eligible Directors will be nine if Proposal No. 3 “Election of Eleven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” is approved and adopted as proposed.

The content of the Plan is as follows:

(1) Overview of the Plan

Under the Plan, common shares of the Company (*) and cash (the “Company’s Shares, Etc.”) shall be delivered or provided to Eligible Directors according to the degree of attainment of the performance target for consolidated operating profit for each Evaluated Fiscal Year. The Company’s Shares, Etc. shall be delivered or provided only when consolidated operating profit is 100 billion yen or higher, and the payment ratio will gradually increase based on the results of consolidated operating profit, with the payment ratio becoming 100%, which is the upper limit of payment, when consolidated operating profit reaches the final fiscal year target for the Mid-term Plan of 200 billion yen. (However, upon calculation of the payment ratio, fractions will be rounded up to the nearest first decimal place.)

(*) Method of delivering the Company’s common shares under the Plan

The Company shall provide monetary compensation claims as remuneration to Eligible Directors, who shall pay in the monetary compensation claims as property contributed in kind to receive delivery of the Company’s common shares.

However, for Eligible Directors who are non-residents of Japan, in place of the delivery of the Company’s common shares, they shall be provided with cash in the amount obtained by converting all of the determined number of share units at the Delivery Share Price.

(2) Calculation method of the number of the Company’s Shares, Etc. and the total amount of the Company’s Shares, Etc. to be delivered or provided to Eligible Directors

Taking the predetermined reference number of share units for Eligible Directors as the basis for calculation, the number of common shares of the Company and amount of cash to be delivered or provided are calculated according to the amount of consolidated operating profit of the Company for the Evaluated Fiscal Years based on the formula below.

(a) The number of common shares of the Company to be delivered to each Eligible Director

Number of payment share units \times 50% (with any resulting odd-lots of less than 100 shares rounded up)

(Note 1) Number of payment share units = Predetermined reference number of share units (*1) \times Ratio according to the consolidated operating profit of the Company for that Evaluated Fiscal Year (payment ratio) (*2) (with any resulting odd-lots of less than 100 shares rounded down)

(Note 2) As in (1)*, what is actually provided to Eligible Directors is monetary compensation claims corresponding to the amount obtained by multiplying the number of the abovementioned common shares of the Company by the Delivery Share Price (*3). These are for making payment as property contributed in kind upon delivery of the Company’s common shares.

(b) The amount of cash to be provided to each Eligible Director

(Number of payment share units - The number calculated in (a) above) \times Delivery Share Price

(*1) The reference number of share units shall be determined in advance based on the roles and responsibilities of each Eligible Director.

(Reference) If Proposal No. 3 “Election of Eleven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” is approved and adopted as proposed, the predetermined reference number of share units for the Eligible Directors for the fiscal year ending March 31, 2026 shall be as set out in the following table. If a Director of the Company is also a President and Representative Director of any of four business management companies of the Group, namely BC, BNE, BNF, and BNXP, the reference number for share units as the President and Representative Director of those business management companies shall apply. If a Director of the Company is also a President and Representative Director of two or more business management companies, the largest of the corresponding reference numbers for

share units shall apply. If a Director of the Company is also a President and Representative Director as described above, each company of which the relevant Director is also a President and Representative Director shall provide monetary compensation claims and cash to the relevant Director as remuneration in accordance with the provisions established in advance.

However, a Director of the Company who is also a President and Representative Director of the business management companies will not be entitled to receive monetary compensation claims and cash as performance-based share compensation from the relevant company if the business for which they are responsible in the relevant company records an operating loss for the Evaluated Fiscal Year.

(Reference number of share units)

	Company	BC	BNE	BNF	BNXP
President and Representative Director	35,000	28,000	24,500	19,200	17,500
Chairman and director	28,000	—	—	—	—
Executive Vice President and director	28,000	—	—	—	—
Director	14,000	—	—	—	—

(*2) The Company's Shares, Etc. shall not be provided if consolidated operating profit does not reach 100 billion yen. If consolidated operating profit is 200 billion yen or higher, 100% of the Company's Shares, Etc. shall be provided. The specific method for determining the payment ratio is as follows.

However, a Director of the Company who is also a President and Representative Director of the business management companies shall not receive the performance-based share compensation if the business for which they are responsible in the relevant company records an operating loss for the Evaluated Fiscal Year.

Consolidated operating profit	Payment ratio
Less than 100 billion yen	0%
100 billion yen or more but less than 200 billion yen	$[100 \times 1/2 + \{(Amount\ of\ consolidated\ operating\ profit\ (in\ 100\ millions\ of\ yen) - 100\ billion\ yen) \div 100\ million\ yen \div 10\} \times 1/2]\%$ (However, fractions will be rounded up to the nearest first decimal place.)
200 billion yen or more	100%

(*3) The Delivery Share Price is the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution at the Board of Directors meeting to deliver the Company's common shares related to the Plan held within two months from the date of the ordinary general meeting of shareholders pertaining to each Evaluated Fiscal Year stipulated in (3) below (if the Company's shares were not traded on that day, the closing price on the last day the shares were traded prior to that).

The upper limit of the total amount of monetary compensation claims (to be used as property contributed in kind in payment for common shares of the Company) and cash per Evaluated Fiscal Year shall be the amount obtained by multiplying 140,000 shares by the Delivery Share Price. Of this, the upper limit for the total number of common shares of the Company that can actually be delivered to the Eligible Directors shall be 70,000 shares (0.01% of the total number of shares issued). However, at the close of this Ordinary General Meeting of Shareholders or thereafter, if the Company carries out a share split (including allotments of shares without receipt of monetary consideration; the same shall apply hereinafter to share splits mentioned below) or share consolidation of the common shares of the Company, the abovementioned number of shares shall

be adjusted in accordance with the following formula, with any fractions less than one share resulting from the adjustment being rounded down.

Number of shares after adjustment = Number of shares before adjustment × Ratio of share split or share consolidation

(3) Requirements for delivering or providing the Company's Shares, Etc. to Eligible Directors

Under the Plan, the Company's Shares, Etc. shall be delivered or provided when the Evaluated Fiscal Year ends and Eligible Directors fulfill the following requirements.

The number of the Company's Shares, Etc. to be delivered or provided shall be decided at a Board of Directors meeting for delivering the Company's common shares related to the Plan held within two months from the ordinary general meeting of shareholders for the Evaluated Fiscal Year.

- (a) The Eligible Director remained in office as a Director, etc. until the end of the Evaluated Fiscal Year
- (b) The Eligible Director did not engage in any specified misconduct
- (c) Other requirements deemed necessary that have been set by the Board of Directors

As stated on pages 35 and 36, at the Board of Directors meeting held on May 8, 2025, the Company resolved to make amendments to the policy for determining the composition of remuneration, etc. for individual Directors on the condition that this Proposal and Proposal No. 4 "Determination of Remuneration Limit for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)" are approved and adopted as proposed.

The Company has determined that the Plan based on this Proposal is in line with the policy and is appropriate as a plan for sharing value with shareholders and promoting sustainable improvement in corporate value.

- (Reference) The Company shall apply a performance-based share compensation plan similar to the Plan to the Executive Directors of four business management companies of the Group (namely BC, BNE, BNF, and BNXP), Bandai Spirits Co., Ltd., and Bandai Namco Music Live Inc. who are not Directors of the Company (the "Eligible Subsidiary Directors"). The Company's Shares, Etc. shall be also delivered or provided to the Eligible Subsidiary Directors on the same terms as those set out in the proposal regarding the Plan on the condition that this Proposal is approved and adopted as proposed, and the calculation method thereof will be the same as (2) above.
- In addition, for Executive Directors of the Company's domestic group companies other than those mentioned above (together with the Eligible Subsidiary Directors, the "Eligible Subsidiary Directors, Etc."), the Company will introduce a system whereby the Company will deliver or pay the Company's shares or cash in accordance with a predetermined number of share units when the target consolidated operating profit is achieved for each fiscal year.
- The upper limit of the total amount of monetary compensation claims (to be used as property contributed in kind in payment for common shares of the Company) and cash provided to the Eligible Subsidiary Directors, Etc. per Evaluated Fiscal Year shall be the amount obtained by multiplying 320,600 shares by the Delivery Share Price (in addition, together with the amount provided to the Eligible Directors, the upper limit shall be the amount obtained by multiplying 460,600 shares by the Delivery Share Price). Moreover, the upper limit for the total number of common shares of the Company that can actually be delivered to the Eligible Subsidiary Directors, Etc. per fiscal year shall be 160,300 shares (0.02% of the total number of shares issued) (in addition, together with the amount provided to the Eligible Directors, the upper limit shall be 230,300 shares (0.04% of the total number of shares issued)). However, if the Company conducts a share split or share consolidation of common shares of the Company after the conclusion of this Ordinary General Meeting of Shareholders, the Company shall make an adjustment by using the same formula, etc. as set out in Item (2) above.

Policy and Procedures for Determining Remuneration, etc. for Directors After Revision <Reference>

At the Board of Directors meeting held on March 18, 2025, the Company passed a resolution to review the previous officer remuneration system and establish a new officer remuneration system for Directors. At the Board of Directors meeting held on May 8, 2025, the Company also resolved to make the following amendments to its policy for determining the composition of remuneration, etc. of individual Directors on the condition that Proposal No. 4 “Revision of Remuneration Limit for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” and Proposal No. 5 “Determination of Performance-based Share Compensation Plan for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)” are approved and adopted.

(i) Basic policy

The basic policy of the remuneration system for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company is to create a remuneration framework that promotes the Company’s continuous growth and improves the Company’s corporate value over the medium to long term by promoting the sharing of value with shareholders, ensuring objectivity and transparency so that the Company can adequately fulfill its accountability obligations, and fostering a healthy sense of entrepreneurship in the Directors while taking into account the level of remuneration that will enable the Company to secure and retain top-grade personnel. Specifically, the remuneration framework comprises base remuneration as fixed remuneration and performance-based bonuses and performance-based share compensation as variable remuneration.

Remuneration for Directors who are Audit & Supervisory Committee Members and Outside Directors of the Company comprises only base remuneration in light of their duties. The amount of remuneration for each of the Directors who are Audit & Supervisory Committee Members is determined by deliberation among the Directors who are Audit & Supervisory Committee Members, and the amount of remuneration for each Outside Director excluding Directors who are Audit & Supervisory Committee Members is determined by the Board of Directors.

(ii) Fixed remuneration (base remuneration)

The base remuneration for Directors (excluding Audit & Supervisory Committee Members) of the Company is monthly fixed remuneration paid in cash within a specific time period every month with a limit of 600 million yen per year (including 100 million yen per year for Outside Directors). In addition, Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company contribute a fixed proportion of the base remuneration to the shareholding association for directors and officers to purchase the Company’s shares.

The base remuneration for Directors who are Audit & Supervisory Committee Members of the Company is monthly fixed remuneration paid in cash within a specific time period every month with a limit of 200 million yen per year.

(iii) Variable remuneration (performance-based bonuses and performance-based share compensation)

In regard to variable remuneration for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company, both performance-based bonuses and performance-based share compensation use the consolidated operating profit of the Group as an evaluation indicator with the aim of directly reflecting the evaluation of management efforts by the management team of the Group in the amount of remuneration to be paid. In addition, performance-based bonuses use EPS and sustainability evaluations as evaluation indicators with the aim of further promoting value sharing with shareholders.

Performance-based bonuses

Performance-based bonuses of the Company are calculated within a range of 0% to 200% of the predetermined base amount based on the rates of achievement of the Mid-term Plan targets, fiscal year targets, and year-on-year targets for the Group’s actual consolidated operating profit, as well as year-on-year targets for EPS, for each fiscal year, with the payment ratio changing within that range depending on the results of sustainability evaluations. If any of the rates of achievement is 50% or lower, performance-based bonuses will not be paid.

Sustainability evaluations are conducted for the purpose of strengthening the motivation of the Eligible Directors to address sustainability, and the evaluations are determined by the Board of Directors based on

indicators and targets (greenhouse gas emissions, employee engagement, etc.) related to the Group's material issues after deliberation by the Personnel Committee, which is an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors.

The amount of performance based bonuses will be determined within the limit for cash bonuses, which is the smaller of (i) 600 million yen per year or (ii) 1.5% of profit attributable to owners of parent, and will be paid within a specific time period every year after the end of the relevant fiscal year.

Performance-based share compensation

The performance-based share compensation of the Company (which corresponds to profit-related remuneration prescribed in the Corporation Tax Act) is to be paid only if the consolidated operating profit of the Group is 100 billion yen or more, and the payment ratio will be 100% if the consolidated operating profit reaches 200 billion yen (the target for the last fiscal year under the Mid-term Plan). Whether compensation is paid or not and the level of compensation are determined in each fiscal year. Under the framework, the number of reference share units is predetermined for each officer rank, and common shares of the Company and cash corresponding to the number of payment share units, which are finalized based on the degree of attainment of the consolidated operating profit target, will be delivered or paid. Furthermore, the performance-based share compensation will be paid within two months from the day following the day on which an ordinary general meeting of shareholders is held for the relevant fiscal year.

(iv) Remuneration structure

The Company determines the structure of the remuneration for its Directors (excluding Audit & Supervisory Committee Members and Outside Directors) by verifying the level of remuneration based on its performance results and objective benchmarks for the management's remuneration obtained from external specialist organizations and comprehensively taking into consideration the ratio of fixed remuneration to variable remuneration in the annual total remuneration and the proportion of medium- to long-term remuneration in variable remuneration. If the target for the last fiscal year under the Mid-term Plan is achieved, the ratio of fixed remuneration to variable remuneration in the annual total remuneration will be about 30 to 70, and the proportion of share compensation, that is, the sum of the amount contributed to the shareholding association for directors and officers (i.e., a fixed proportion of the base remuneration) and performance-based share compensation, will be approximately 50% of annual total remuneration.

(v) Procedures for determining remuneration

The policy, framework, and performance-based mechanism for remuneration for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company will be determined by the Board of Directors after deliberation by the Personnel Committee, which is an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors, in order to seek the appropriate involvement and advice of the Outside Directors.

BUSINESS REPORTS

(From April 1, 2024 to March 31, 2025)

1. Current Status of the Group

(1) Business Status for This Fiscal Year

(i) Business Progress and Results

During the fiscal year ended March 31, 2025, although employment and income improved in Japan, personal consumption was adversely affected by factors that include rising raw material and fuel prices along with escalating prices due to exchange rate fluctuations. In addition, the future of the economic environment around the world remained uncertain due to various changes in the global situation.

Under such circumstances, from April 2022, with the introduction of our Purpose, “Fun for All into the Future,” as the ultimate definition of the Group and the introduction of a new logo, the Bandai Namco Group began a new three-year Mid-term Plan. In the Mid-term Plan, in order to achieve the aims of the Bandai Namco Group for the medium to long term based on our Purpose, “Fun for All into the Future,” we have established a Mid-term Vision of “Connect with Fans” that aims to constantly meet the needs of global IP fans, a wide range of business partners, shareholders, Group employees, and society around the world and to foster broad, deep, and multifaceted connections. As priority strategies, we promoted our IP axis strategy, personnel strategy, and sustainability. By propelling the priority strategies, we took advantage of the worldview and unique characteristics of IP to further evolve the IP axis strategy that aims to maximize IP value through the provision of the optimal products and services at the optimal times. We also strengthened the global development of the IP axis strategy and promoted initiatives to enhance our sense of unity and collective strength under the ALL BANDAI NAMCO concept.

In the fiscal year under review, with the IP axis strategy at the core, the Group strengthened initiatives unified under the ALL BANDAI NAMCO concept through collaboration across regions and businesses. On the business side, there was significant performance growth in the Digital Business and the Toys and Hobby Business, mainly due to the hit successes of some highly profitable products and services. Additionally, the IP Production Business and the Amusement Business performed well. As a result, all businesses achieved year-on-year increases in both revenue and profit.

Consequently, the Group’s consolidated results for the fiscal year ended March 31, 2025 were net sales of 1,241,513 million yen (year-on-year increase of 18.2%), operating profit of 180,229 million yen (year-on-year increase of 98.7%), ordinary profit of 186,470 million yen (year-on-year increase of 79.0%), and profit attributable to owners of parent of 129,301 million yen (year-on-year increase of 27.4%).

(ii) Outline of Business by Business Segment

(Millions of yen)

Business Segment	Net Sales			Operating Profit		
	Year Ended March 31, 2024	Year Ended March 31, 2025	Change	Year Ended March 31, 2024	Year Ended March 31, 2025	Change
Digital (Entertainment Unit)	372,667	455,633	Increase of 82,966	6,257	68,527	Increase of 62,269
Toys and Hobby (Entertainment Unit)	509,880	596,933	Increase of 87,053	78,655	102,202	Increase of 23,547
IP Production	82,468	90,738	Increase of 8,270	10,048	11,778	Increase of 1,729
Amusement	119,667	141,485	Increase of 21,817	6,843	8,438	Increase of 1,595
Other	32,358	36,224	Increase of 3,866	988	1,671	Increase of 683
Eliminations and Corporate	(66,830)	(79,502)	Decrease of 12,671	(12,111)	(12,390)	Decrease of 278
Consolidated	1,050,210	1,241,513	Increase of 191,302	90,682	180,229	Increase of 89,547

Digital Business of Entertainment Unit

As for the Digital Business, in network content, major app titles such as the *DRAGON BALL* series and *ONE PIECE* continued to show stable performance around the world due to ongoing measures for users, and a new app title, *THE IDOLM@STER Gakuen* performed well. In home console games, results showed strong performance owing to the worldwide success of *ELDEN RING SHADOW OF THE ERDTREE*, major downloadable content for *ELDEN RING*, and a new title, *DRAGON BALL Sparking! ZERO*, as well as strong repeat sales of *ELDEN RING*. In addition, looking ahead to the Mid-term Plan starting from April 2025, we worked to build a well-balanced and optimal title portfolio and strengthen the development structure with the aim of developing titles to meet the expectations of our fans with an emphasis on quality.

As a result, net sales in the Digital Business were 455,633 million yen (year-on-year increase of 22.3%), and operating profit was 68,527 million yen (year-on-year increase of 995.1%).

Description of Business
Planning, development, and distribution of network content; planning, development, and sales of home console games, etc.

Toys and Hobby Business of Entertainment Unit

As for the Toys and Hobby Business, owing to the growing popularity of Japanese IP in the global market driven in part by the proliferation of video streaming, the business continued to perform well due to efforts that have involved the expansion of our categories of business around the world, expanding touch points through real events and stores, and strengthening our production structure. Specifically, products for the mature fan base (adults) such as *Gunpla* (model kits of the *Gundam* series), collectible figures, and *ichibankuji* (character lotteries) continued to perform favorably mainly due to the successful outcomes produced by sales, marketing, and expansion of the product lineup. In addition, card products such as trading card games of the *ONE PIECE* and *DRAGON BALL* series, *GASHAPON* (capsule toys), confectionery products, and food products contributed to business performance due to the expansion of product lineups, target groups, and regions of operation, as well as the strengthening of touch points with customers. In the Toys and Hobby Business, we will keep advancing global business development, as well as strengthening our production structure, sales networks, and other aspects that bolster expansion.

As a result, net sales in the Toys and Hobby Business were 596,933 million yen (year-on-year increase of 17.1%), and operating profit was 102,202 million yen (year-on-year increase of 29.9%).

Description of Business
Planning, development, production, and sales of toys, capsule toys, cards, confectionery and foods, apparel, sundries, model kits, prizes, stationery, and other products

IP Production Business

As for the IP Production Business, box-office revenue for *Mobile Suit Gundam SEED FREEDOM*, which became the top-selling movie among all the *Gundam* series theatrical releases to date, and a new theatrical work of *BLUELOCK* contributed to business performance. Global business development, video streaming, and license business for the *Gundam* series, *BLUELOCK* series, *LoveLive!* series and *That Time I Got Reincarnated as a Slime* series showed strong performance. Moreover, sales associated with live events and live-related packaged products performed well due to mounting demand for live entertainment. The IP Production Business changed its name to the Visual and Music Business in April 2025, and we will continue to strengthen our creation of quality IP centered on the IP axis strategy through visual and musical media.

As a result, net sales in the IP Production Business were 90,738 million yen (year-on-year increase of 10.0%), and operating profit was 11,778 million yen (year-on-year increase of 17.2%).

Description of Business
Planning, production, and management of visual and music content such as animations; management and administration of copyrights and other rights; artist discovery and development; and live entertainment operations

Amusement Business

As for the Amusement Business, net sales for existing amusement facilities in Japan increased to 105.3% year on year. In addition, stores unique to Bandai Namco based on collaboration with the Group's products and services, such as Bandai Namco Cross Stores and GASHAPON Department Stores, and other activity facilities performed well. In amusement machines, sales associated with new products and standard machines remained stable. In the Amusement Business, we will further enhance the role of touch points with fans to increase awareness of the Group's products and services while continuing our efforts to improve efficiency in consideration of changes in the external environment, such as rising raw materials and fuel prices.

As a result, net sales in the Amusement Business were 141,485 million yen (year-on-year increase of 18.2%), and operating profit was 8,438 million yen (year-on-year increase of 23.3%).

Description of Business
Planning, development, production, sales, and after-sale service of amusement machines, and planning and operation of amusement facilities including theme parks and indoor playgrounds, etc.

Other Businesses

Other Businesses consist of companies that conduct businesses such as logistics support and other kinds of administration and operational support for each of the Group companies. We have been making efforts to manage such operations related to group support in an efficient manner.

Net sales in the Other Businesses were 36,224 million yen (year-on-year increase of 11.9%), and operating profit was 1,671 million yen (year-on-year increase of 69.2%).

Description of Business
Businesses supporting the Units in such areas as distribution, logistics, and administrative services

Fun for All into the Future

Bandai Namco Group Sustainability Policy

Bringing Smiles into the Future

At Bandai Namco Group, we share dreams, fun, and inspiration through entertainment. We're always innovating for a better world, where business, society, and sustainability thrive together. Our goal is clear: to bring joy to fans everywhere, while building a harmonious future for all.

Material Issues of the Bandai Namco Group

Harmony with Nature	Safe & Responsible Products	Intellectual Property for Social Good	Fostering a Culture of Respect	Building Stronger Communities
We recognize that safeguarding the environment is essential for a sustainable future for both society and businesses. We are dedicated to collaborating with our stakeholders to achieve a harmonious balance between our operations and the natural world.	Our top priority is the safety and satisfaction of our customers. We partner with ethical suppliers to ensure that our products and services meet the highest standards of quality and responsibility.	Our intellectual property, including beloved characters and franchises, is a valuable asset. We're dedicated to protecting and using it in a way that promotes sustainable growth, social good, and innovation in the entertainment industry and beyond.	We uphold human rights and promote mutual respect among all individuals involved with the Bandai Namco Group. This means creating an inclusive environment that embraces diversity, respect, and open communication.	We believe in the power of community and strive to make a positive impact on the lives of our fans and neighbors. By working with local communities, we're building a brighter future where everyone can grow, learn, and succeed together.

Sustainability Promotion System



Sustainability Activities Using IP

The Bandai Namco Group is promoting sustainability activities to realize a sustainable society together with our fans based on the IP axis strategy.

The Gunpla Recycling Project, which started in April 2021, is an initiative that aims to create a recycling-oriented society by collecting runners (disposable frames that hold model kits parts) from *Gundam* series model kits, known as Gunpla. As of January 2025, approximately 105 tons of runners have been collected since the start of the initiative. With the cooperation of fans, runners collected at facilities and other locations designated by Bandai Namco Amusement throughout Japan are transported to the Bandai Hobby Center, a model kit production factory, where a portion is used as materials for proof-of-concept tests to realize chemical recycling, and the rest is recycled through material recycling and thermal recycling.

In addition, in April 2025, we achieved the practical application of mass-produced plastic models using 44% chemical-recycled plastic by weight. We will continue to actively promote sustainable manufacturing with the aim of realizing a recycling-oriented society.

To celebrate the 20th anniversary of the *IDOLM@STER* series, we have launched the *IDOLM@STER* Manhole Project “Futamas!!!!!!” as part of “GO ON the VOY@GE,” a special project that connects and expands the *IDOLM@STER* series.

We have installed original manhole covers featuring designs of idols from the *IDOLM@STER* series in six areas in advance in collaboration with local governments with the aim of revitalizing regions and serving as a symbol of connection with many fans.

In the *PAC-MAN* IP, which is loved around the world, we are participating in the “Green Game Jam” organized by the United Nations Environment Programme (UNEP) through the *PAC-MAN* game app for smartphones. For 2024, we held an in-game event, “Playing for Recycling,” aimed at communicating the importance of recycling.

Bandai Namco Entertainment America Inc. was recognized for its participation and contributions to the “Green Game Jam” for three consecutive years and received the “Jam Spirit Award”^{*} for fiscal 2023.

^{*}An award given to companies participating in the “Green Game Jam” that consistently incorporate initiatives for reforestation into their games and make continuous efforts to improve those initiatives.

For the latest information on the Group’s sustainability and initiatives, please visit the sustainability section on our website.



(iii) Capital Expenditures

In this fiscal year, the Group carried out 55,476 million yen in capital expenditures; the funds were primarily used for investments in the manufacturing of molds associated with the production of new products and in amusement facilities and machines.

(iv) Financing

There are no matters to be noted.

(v) Status of Significant Corporate Restructuring

The Company's subsidiary, Bandai Namco Holdings Europe S.A.S. (renamed from Bandai Namco Europe S.A.S. on October 1, 2024), transferred its digital business to its subsidiary, Bandai Namco Entertainment Europe S.A.S. (renamed from BANDAI NAMCO EUROPE NEW CO S.A.S. on September 30, 2024) through a system equivalent to an absorption-type company split in Japan on September 30, 2024.

(vi) Principal Lenders (As of March 31, 2025)

Lenders	Amount
Mizuho Bank, Ltd.	¥380 million
MUFG Bank, Ltd.	¥100 million
Sumitomo Mitsui Banking Corporation	¥100 million

(2) Status of Assets and Profits & Losses for the Previous Three Fiscal Years

Fiscal Year Classification	17th Fiscal Year (Year Ended March 31, 2022)	18th Fiscal Year (Year Ended March 31, 2023)	19th Fiscal Year (Year Ended March 31, 2024)	20th Fiscal Year (Year Ended March 31, 2025) (This Fiscal Year)
Net sales (Millions of yen)	889,270	990,089	1,050,210	1,241,513
Operating profit (Millions of yen)	125,496	116,472	90,682	180,229
Ordinary profit (Millions of yen)	133,608	128,006	104,164	186,470
Profit attributable to owners of parent (Millions of yen)	92,752	90,345	101,493	129,301
Basic earnings per share	¥140.70	¥136.88	¥153.85	¥197.88
Total assets (Millions of yen)	862,650	926,358	971,838	1,102,636
Net assets (Millions of yen)	584,233	652,133	699,823	793,216
Net assets per share	¥884.94	¥987.58	¥1,069.29	¥1,225.02

(Note) The Company conducted a share split with a ratio of three shares for every one common share on April 1, 2023. Basic earnings per share and net assets per share were calculated assuming that the share split was conducted at the beginning of the 17th fiscal year (year ended March 31, 2022).

(3) Issues to be Addressed

We will deal with various issues that we should address to achieve continued medium- to long-term growth by promoting various initiatives across the Group in line with three common themes (“Further expansion of business scale,” “Acquisition of new business pillars,” and “Establishment of structure for generating long-term profits”) and four key themes derived from the common themes (“Creative Quality,” “Expansion,” “Growth,” and “Strengthen”) and “Strengthening of alliances” and “Utilization of diverse human resources” based on the Mid to Long-term Vision of “Connect with Fans” under the Mid-term Plan that has been promoted since April 2025.

(i) Issues to be Addressed Group-wide

To Fulfill our Corporate Social Responsibility

<Putting our Purpose, “Fun for All into the Future,” into practice>

The Group established our Purpose, “Fun for All into the Future,” as the ultimate definition of the Group, conveying the reason for our existence, why we conduct our businesses and corporate activities, and the meaningfulness we derive from working at Bandai Namco Group. We aim to create a future connected by richness of heart together by connecting Bandai Namco and all stakeholders such as IP fans, all partners, shareholders, Group employees and society around the world through dreams, fun and inspiration. Going forward, we as management will communicate regarding the Group’s Purpose using various opportunities to deepen the understanding thereof among Group employees and to put our Purpose into practice through our business and actions.

<To build a stable revenue base>

In order to strengthen our stable revenue base in a rapidly changing market, the Group is promoting management that prioritizes a variety of IP and a broad range of business categories and portfolio balance by business area. By strengthening our stable revenue base, we will mitigate the impact of environmental changes and also conduct investments and take on challenges for medium- to long-term growth to create and develop new IP and businesses.

<Initiatives for sustainability>

The Group has set out the Bandai Namco Group Sustainability Policy in order to continue to provide dreams, fun and inspiration through entertainment to fans around the world and is working together with fans to promote initiatives for the realization of a sustainable society based on the material issues that we have identified as social issues that should be addressed by the Group.

In addition, the Group has established the Bandai Namco Group Code of Conduct and the Bandai Namco Group Guidelines for Business Partners. We consider respecting the human rights of not only Group employees but also all stakeholders involved in our business activities to be a corporate responsibility and have established the Bandai Namco Group Human Rights Policy. In accordance with these principles, the Group Sustainability Committee and the Group Sustainability Subcommittee, which promotes sustainability activities, as well as various committees that promote the strengthening of compliance, information security, and internal control hold meetings and have been striving to continuously implement a range of initiatives such as measures to address various issues, enhancement of the Group’s structures, and educational activities to foster a culture of sustainability and raise awareness in the Group.

To Create, Develop, and Strengthen the Expansion of IP under the IP Axis Strategy

The Group strives to further accelerate the evolution of its IP axis strategy in order to respond to various changes in the environment such as the changes in the distribution and media fields, the widespread penetration of networks, increasingly diverse platforms, technological improvements, and intensifying competition in the global market.

With regard to the creation of IP that will form the core of the IP axis strategy, the Visual and Music Unit will strengthen its ability to create IP that originates from its visual and music products. We will also promote initiatives including the creation of product and service-originated initiatives, Group collaboration initiatives, and the utilization of the “Bandai Namco Content Fund,” which invests with a focus on overall optimization. Furthermore, we will strengthen co-creation of IP through cooperation and collaboration with external creators, studios, and IP holders.

In addition, we will maximize IP value over the medium to long term for created and co-created IP by measures such as disseminating it through various media, expanding it through the Group’s wide range of products and services, and strengthening external licensing and global expansion.

Furthermore, in promoting the IP axis strategy, in order to properly utilize and protect IP, the Group will coordinate with external partner companies and government administrations to conduct various educational activities and promote measures against IP infringement.

To Expand our Categories and Areas

We believe it is crucial to achieve business expansion in the global market in order for the Group to maintain continued medium- to long-term growth. To promote collaboration for business expansion in regions worldwide, we have implemented initiatives such as organizational restructuring, the consolidation of business locations in each region, and strengthening of governance functions. Under the Mid-term Plan, we are particularly focusing on North America and inland China and are taking steps to further bolster collaboration among businesses, in addition to which we use Group-wide projects to work on IPs that expand worldwide. Moreover, the Group will strengthen its IP portfolio through such measures as developing IP originating in each region in addition to the overseas distribution of IP products and services originating in Japan. Furthermore, we are expanding our business categories and sales channels, including e-commerce, and strengthening our promotion and marketing activities to raise awareness of IP and product brands. In order to address expanding demand in the global market, we are also working to expand the production system, including the construction of new factories. With the aim of developing global human resources, the Group will strengthen recruitment activities in each region and promote development through personnel exchanges and training across regions and businesses.

To Enhance Collaboration and Alliances

The Group aims to be an open corporate group that connects with external human resources and partners with diverse talent and know-how, rather than remaining closed within the Group. In order to further promote collaboration and alliances with external partners, including growth investments, under the Mid-term Plan, we have newly established a department named CW360 within the Company, which represents our desire to connect with fans in 360° directions (IP fans, a wide range of business partners, shareholders, Group employees, and society). Through CW360, we will connect with external partners in various ways by taking on challenges in new domains from a group-wide perspective, and by connecting new domains with each business, we aim to drive the growth of each business and link it to the long-term growth of the Group.

To Ensure that Diverse People Can Thrive in the Group

The greatest asset and strength of the Group is its human resources. In accordance with our Purpose, “Fun for All into the Future,” the Group strives to be a corporate group with “Same Spirit, Diverse Talents,” where diverse people with different skills, individual characteristics and values can thrive. We have always focused on recruiting and promoting diverse individuals regardless of whether they are new graduates or mid-career hires and regardless of gender, age, nationality, race, religion, or sexual orientation, in addition to which we have focused on developing systems and

environments that enable a diverse array of people to thrive and work in a way that is both physically and mentally healthy. In addition, we will utilize projects and cooperation with external partners under strengthened alliances as new settings in which human resources can thrive, thereby creating opportunities for developing next-generation management personnel.

To Respond to Advances and Changes in Technology

Advances in technology have caused more diversification in the options concerning entertainment and speedier changes in preferences and lifestyles of customers, as well as increasingly intense competition on a global scale. The Group will proactively work on new value creation, response to new platforms, and business model reforms according to preferences and lifestyles of customers, without being bound by traditional business models. In order to promote those initiatives, the Group is coordinating closely with external partner companies, creators, and others to research and utilize new technologies. In addition, we will analyze group data aggregated under the Data Universe concept and utilize it to improve the accuracy of product and service marketing and demand forecasting.

(ii) Issues Specific to Each Unit

Toys and Hobby Unit

This Unit's industry is facing issues such as "the progression of the falling birthrate in Japan," "increasingly diverse customer needs," "responses to expanding global operations," "geographic concentration of manufacturing and quality control," "increases in the cost of raw materials and fuel" and "changes in laws and regulations related to import and export transactions and changes in the environment." This Unit is addressing these issues by aiming to take a dominant position as No. 1 in the industry in Japan, working at expanding its target demographic and creating new businesses. Overseas, it will continue to aim for medium- to long-term growth by implementing initiatives such as expanding business categories in products for the mature fan base (adults), card products and others, broadening the IP portfolio, expanding sales channels, and strengthening e-commerce sales. In addition, on the development and production side, through improvements in the value chain, this Unit is working to make production structure more efficient and to make development and production more competitive in terms of speed and quality, along with price competitiveness. Additionally, this Unit is promoting the product development tailored to the preferences of customers in each region. This Unit is also taking extensive steps to ensure compliance with the applicable laws and regulations, the quality and safety standards, etc. set by the industry, and other standards by enhancing quality and safety and optimizing the work environment through various initiatives including the establishment of our own quality standards and the implementation of periodic integrated quality audits and CoC (Code of Conduct) audits on overseas final packing factories. This Unit will expand its own production facilities and strive for a wide distribution of geographic locations in order to mitigate the impact of growing demand in the global market, changes in laws and regulations in various countries, and rising raw material prices.

Digital Unit

This Unit's industry is facing issues that include "lengthening development periods and rising costs for investment," "increasingly diverse platforms," "technological advancement" and "increasingly diverse customer needs." To address these issues, in the development of products and services, by developing titles that have been carefully selected, strengthening the review system for development titles and enhancing the management of quality, development costs and schedules, this Unit aims to build an optimal title portfolio. In addition, Japanese and US business bases collaborate to promote worldwide marketing measures, and this Unit is targeting long-term development through continuous measures to continue connecting with customers, including the offering of value even after release through updates and additional content and the holding of events. Furthermore, it will offer titles suited to the characteristics of each platform and use new platform launches as opportunities to capture new customers. It will also endeavor to create entertainment and business models that respond to increasingly diverse customer needs and technological improvements, over and above the boundaries of existing operations and products and services. In addition, it will further strengthen technological research through cooperation and collaboration with external partners in order to enable a swift response to technological advances, environmental changes, and new platforms.

Visual and Music Unit

This Unit's industry is facing issues such as "intensification of competition in IP creation," "developing and securing human resources in work production" and "lengthening production periods and rising costs for investment." To address these issues, this Unit is strengthening its capabilities to create IP through more diverse cooperation and collaboration not only within the Unit but also with various businesses of the Group and external partners. In addition, it will invest aggressively in enhancing our visual production and production technologies, improve the environment and structure of production sites, developing creators, and strengthen collaboration

between external partners and creators. Furthermore, in response to the growing popularity of Japanese IP in the global market, this Unit is creating IP with a view to global deployment and expanding the regions where it is made available. It will also maximize IP value for created IP through measures such as media development, strengthening licensing, and expanding into global markets.

Amusement Unit

This Unit's industry is facing issues such as "securing human resources and rising labor costs," "increasingly diverse customer needs," "intensification of changes in the environment" and "increases in the cost of raw materials and fuel." To address these issues, it will strengthen the acquisition and development of human resources with expertise in planning and development and facility management through restructuring the organizations within the Unit. In addition, in the facilities business and the amusement machines business, it is conducting a uniquely Bandai Namco style of business development in such ways as utilizing IP along with the products and services of the Group and is promoting development in a more unified manner with the Group's other businesses. Furthermore, it will work to make its operations more efficient and thereby strive to build a business foundation to generate earnings stably. As the Group's important point of contact with customers under the IP axis strategy, the Unit will also fulfill the role of selling the products and services of the Group, promoting IP and collecting information on customer needs.

We ask for our shareholders' further assistance and guidance.

(Note) The "Issues to be Addressed" section uses the new business segments, organization names, etc. as of April 1, 2025.

(4) Important Parent Company and Subsidiaries (As of March 31, 2025)

(i) Status of the Parent Company

Not applicable.

(ii) Important Subsidiaries

Name of Company	Capital	Ownership Ratio	Description of Principal Business
Bandai Namco Entertainment Inc.	¥10,000 million	100.0%	Planning, distribution, and sales of entertainment content such as network content and home console games
BANDAI CO., LTD.	¥10,000 million	100.0%	Planning, development, production, and sales of toys, capsule toys, cards, candy toys, confectionery and foods, apparel, sundries, etc.
Bandai Namco Filmworks Inc.	¥300 million	100.0%	Planning, production, and sales of visual content such as animations and visual-related services; management and administration of copyrights and other rights
Bandai Namco Amusement Inc.	¥100 million	100.0%	Planning, development, operation and sales of facilities, machines and services related to real entertainment
Bandai Namco Holdings USA Inc.	US\$ 10	100.0%	Pure holding company as regional headquarters in the Americas
Bandai Namco Holdings Europe S.A.S.	€ 21,690 thousand	100.0%	Pure holding company as regional headquarters in continental Europe
Bandai Namco Holdings Asia Co., Ltd.	HK\$ 255,282 thousand	100.0%	Pure holding company as regional headquarters in Asia (excluding inland China)
Bandai Namco Holdings China Co., Ltd.	RMB 189,964 thousand	100.0%	Pure holding company as regional headquarters in China
Bandai Namco Holdings UK Ltd.	£ 60,000 thousand	100.0%	Pure holding company in the United Kingdom

(Note) There are no specified wholly owned subsidiaries at the end of this fiscal year.

(5) Principal Business Offices of the Group (As of March 31, 2025)

(i) The Company

Head Office	5-37-8 Shiba, Minato-ku, Tokyo
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(ii) Principal Subsidiaries

Bandai Namco Entertainment Inc.	Minato-ku, Tokyo
BANDAI CO., LTD.	Taito-ku, Tokyo
Bandai Namco Filmworks Inc.	Suginami-ku, Tokyo
Bandai Namco Amusement Inc.	Minato-ku, Tokyo
Bandai Namco Holdings USA Inc.	California, U.S.A.
Bandai Namco Holdings Europe S.A.S.	Lyon, France
Bandai Namco Holdings Asia Co., Ltd.	Hong Kong, China
Bandai Namco Holdings China Co., Ltd.	Shanghai, China
Bandai Namco Holdings UK Ltd.	London, U.K.

(6) Outline of Employees (As of March 31, 2025)

(i) Employees of the Group

Business Segment	Number of Employees		Change from the End of Previous Fiscal Year	
Digital Business of Entertainment Unit	3,412	(593)	Decrease of 300	(Decrease of 109)
Toys and Hobby Business of Entertainment Unit	3,918	(3,058)	Increase of 114	(Increase of 607)
IP Production Business	1,205	(57)	Increase of 163	(Increase of 13)
Amusement Business	1,792	(6,754)	Increase of 153	(Increase of 618)
Other Businesses	885	(959)	Increase of 29	(Increase of 45)
Corporate (Common)	133	(1)	Increase of 27	(—)
Total	11,345	(11,422)	Increase of 186	(Increase of 1,174)

- (Notes) 1. The number of employees refers to the employees actually at work.
2. The average numbers of temporary personnel employed for this fiscal year are presented separately in parentheses.
3. The number of employees listed for “Corporate (Common)” is the number of employees in the administration sectors, etc. of the Company, Bandai Namco Holdings USA Inc., Bandai Namco Holdings Europe S.A.S., Bandai Namco Holdings Asia Co., Ltd., Bandai Namco Holdings China Co., Ltd., and Bandai Namco Holdings UK Ltd.
4. The increase in temporary personnel employed in the Toys and Hobby Business was mainly due to personnel reinforcement as result of sales expansion.
5. The increase in temporary personnel employed in the IP Production Business was mainly due to the addition of Eightbit Co., Ltd. to the scope of consolidation from this fiscal year.
6. The increase in the number of employees in the Corporate (Common) segment was mainly due to group reorganization in Europe.

(ii) Employees of the Company

Number of Employees	Change from the End of Previous Fiscal Year	Average Age	Average Years of Service
46 (—)	Increase of 5 (—)	46.7	19.3

- (Notes) 1. The number of employees refers to the employees actually at work.

2. The average number of temporary personnel employed for this fiscal year is presented separately in parentheses.
3. In calculating the average years of service, with respect to the employees who have transferred from other Group companies to the Company, the aggregate number of each employee's years of service at each company is used for calculation.

(7) Other Important Matters of the Group

Not applicable.

2. Current Status of the Company

(1) Status of Shares (As of March 31, 2025)

(i) Total Number of Shares Issuable: 2,500,000,000 shares

(ii) Total Number of Issued Shares: 660,000,000 shares

(Note) As a result of the cancellation of treasury shares (6,000,000 shares) implemented on May 21, 2024, the number of issued shares decreased by 6,000,000 shares from the end of the previous fiscal year.

(iii) Number of Shareholders: 52,442 (Decrease of 5,274 from the end of the previous fiscal year)

(iv) Major Shareholders (Top 10 Shareholders)

Name of Shareholders	Number of Shares Held	Shareholding Ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	129,384,500	19.98
Custody Bank of Japan, Ltd. (Trust account)	57,471,900	8.88
JP MORGAN CHASE BANK 380815	32,837,100	5.07
XIL, LTD.	18,000,000	2.78
Kyoko Nakamura	14,272,900	2.20
The Nomura Trust and Banking Co., Ltd. (Retirement and severance benefits trust. MUFG Bank, Ltd. account)	13,758,300	2.13
MAL Ltd.	13,200,300	2.04
STATE STREET BANK WEST CLIENT-TREATY 505234	12,659,406	1.96
Nintendo Co., Ltd.	11,537,100	1.78
KOREA SECURITIES DEPOSITORY-SAMSUNG	10,046,800	1.55

(Notes) 1. The shareholding ratio is calculated after deducting the number of shares of treasury shares (12,589,789 shares).

2. Out of the above number of shares held, the numbers of shares relating to the trust business are as follows:

The Master Trust Bank of Japan, Ltd. (Trust account) 128,614,500 shares

Custody Bank of Japan, Ltd. (Trust account) 54,773,400 shares

The Nomura Trust and Banking Co., Ltd. (Retirement and severance benefits trust. MUFG Bank, Ltd. account) 13,758,300 shares

3. The 13,758,300 shares owned by The Nomura Trust and Banking Co., Ltd. (Retirement and severance benefits trust. MUFG Bank, Ltd. account) were the shares of BANDAI CO., LTD. that were owned by UFJ Bank (currently MUFG Bank, Ltd.), entrusted for retirement and severance benefits. Those shares were exchanged with the Company's shares through the share transfer on September 29, 2005, and MUFG Bank, Ltd. directs the exercise of the voting rights pertaining to those shares.

(v) Status of Shares Delivered to Officers as Consideration for Their Execution of Duties During This Fiscal Year

The details of share compensation delivered during this fiscal year are as follows:

- Total number of shares delivered to Directors and other officers

		Number of Shares	Number of Officers Eligible for Delivery
Directors (excluding Audit & Supervisory Committee Members)	Directors (excluding Outside Directors)	16,000	3
	Outside Directors	–	–
Directors (Audit & Supervisory Committee Members)		–	–

(vi) Other Important Matters of Shares

1. Cancellation of treasury shares

Pursuant to a resolution of the Board of Directors meeting held on May 9, 2024, the Company canceled treasury shares as described below.

- | | |
|--|--------------------|
| • Class of shares canceled | Common shares |
| • Total number of shares canceled | 6,000,000 shares |
| • Date of cancellation | May 21, 2024 |
| • Total number of issued shares after cancellation | 660,000,000 shares |

2. Purchase of treasury shares

Pursuant to a resolution of the Board of Directors meeting held on February 5, 2025, the Company acquired treasury shares as described below.

- | | |
|-----------------------------------|------------------------------------|
| • Class of shares acquired | Common shares |
| • Total number of shares acquired | 7,056,300 shares |
| • Total value of shares acquired | 34,999 million yen |
| • Acquisition period | February 7, 2025 to March 21, 2025 |

In addition, pursuant to a resolution of the Board of Directors meeting held on April 16, 2025, the Company canceled treasury shares as described below.

- | | |
|--|--------------------|
| • Class of shares canceled | Common shares |
| • Total number of shares canceled | 10,000,000 shares |
| • Date of cancellation | April 30, 2025 |
| • Total number of issued shares after cancellation | 650,000,000 shares |

(2) Officers of the Company

(i) Directors (As of March 31, 2025)

Title	Name	Responsibilities in the Company and Major Concurrent Positions
President and Representative Director	Masaru Kawaguchi	Group CEO, Member of the Personnel Committee
Director	Yuji Asako	CFO, CISO, and CSO (Chief Sustainability Officer) in charge of Corporate Planning Division and Group Administrative Headquarters
Director	Nobuhiko Momoi	General Manager of Group Business Strategy Department President and CEO of Bandai Namco Holdings USA Inc.
Director	Nao Udagawa	In charge of Digital Business of Entertainment Unit President and CEO of Bandai Namco Entertainment Inc.
Director	Kazuhiro Takenaka	In charge of Toys and Hobby Business of Entertainment Unit President and CEO of BANDAI CO., LTD.
Director	Makoto Asanuma	In charge of IP Production Unit President and CEO of Bandai Namco Filmworks Inc.
Director	Hiroshi Kawasaki	In charge of Amusement Unit President and CEO of Bandai Namco Amusement Inc. President and CEO of Bandai Namco Amusement Lab Inc.
Director	Shuji Ohtsu	CIO, in charge of Bandai Namco Business Arc Inc. President and CEO of Bandai Namco Business Arc Inc. President and CEO of Bandai Namco Will Inc.
Director	Toshio Shimada	Chairperson of the Independent Directors Committee and Chair of the Personnel Committee Special Advisor of CAC Holdings Corporation Outside Director of AEON DELIGHT CO., LTD.
Director	Koichi Kawana	Member of the Independent Directors Committee and Member of the Personnel Committee External Director of ispace, inc. Outside Director of KUBOTA Corporation Director and Chairman of RENOVA, Inc.
Director (Full Time Audit & Supervisory Committee Member)	Takashi Kaneko	
Director (Full Time Audit & Supervisory Committee Member)	Toru Shinoda	Member of the Independent Directors Committee Certified Public Accountant
Director (Audit & Supervisory Committee Member)	Satoko Kuwabara	Member of the Independent Directors Committee and Member of the Personnel Committee Attorney-at-Law, Partner of GAIEN PARTNERS Outside Auditor of Unicafe Inc. Outside Director of Mitsubishi UFJ Financial Group, Inc. Outside Director (Audit & Supervisory Committee Member) of Nippon Yusen Kabushiki Kaisha
Director (Audit & Supervisory Committee Member)	Takayuki Komiya	Member of the Independent Directors Committee Certified Public Accountant Certified Public Tax Accountant

- (Notes) 1. In order to collect information and increase the effectiveness of audits, the Company has appointed full-time Audit & Supervisory Committee Members, who shall, among other things, continuously and effectively attend important meetings other than the Board of Directors meeting.
2. Directors Toshio Shimada and Koichi Kawana and Directors (Audit & Supervisory Committee Members) Toru Shinoda, Satoko Kuwabara, and Takayuki Komiya are Outside Directors.
 3. Director (Full Time Audit & Supervisory Committee Member) Toru Shinoda is a certified public accountant and has considerable knowledge of finance and accounting.
 4. Director (Audit & Supervisory Committee Member) Satoko Kuwabara is an attorney-at-law and has highly professional knowledge of corporate legal affairs and compliance. Her name in the family register is Satoko Ohta.
 5. Director (Audit & Supervisory Committee Member) Takayuki Komiya is a certified public accountant and a certified public tax accountant and has considerable knowledge of finance and accounting.
 6. The Company has appointed all of its Outside Directors, Toshio Shimada, Koichi Kawana, Toru Shinoda, Satoko Kuwabara, and Takayuki Komiya, as independent officers as defined in the rules of the Tokyo Stock Exchange and has filed therewith the notification regarding their appointments.

(ii) Summary of Contracts Concerning Limited Liability

Not applicable.

(iii) Summary of the Contents of the Indemnification Agreement

Not applicable.

(iv) Summary of the Contents of the D&O Insurance Policy

The Company concluded an insurance policy with an insurance company, under which Directors, Audit & Supervisory Board Members, Executive Officers, and those in a managerial or supervisory position of the Company and its subsidiaries are the insureds and the objective of which is to compensate for damage arising from damages under law and court costs incurred by the insureds due to claims for damages filed by shareholders or third parties. The full amount of the insurance premiums is borne by the Company. However, there are some exemptions such as that no compensation is to be made if damage is caused by an act committed with the knowledge that such act violates a law or regulation.

(v) Directors and Audit & Supervisory Board Members Who Retired or Were Dismissed During This Fiscal Year

Not applicable.

(vi) Remuneration, etc. Paid to Directors

a. Total Amount of Remuneration, etc., Paid During This Fiscal Year

	Total Amount (Millions of yen)	Fixed Remuneration		Variable Remuneration			
		Monetary Compensation				Non-monetary Compensation	
		Base Remuneration		Performance-based Bonuses		Performance-based Share Compensation	
		Number of People	Total Amount (Millions of yen)	Number of People	Total Amount (Millions of yen)	Number of People	Total Amount (Millions of yen)
Directors (excluding Audit & Supervisory Committee Members)	779	5	241	3	272	3	266
(Outside Directors)	(33)	(2)	(33)	(-)	(-)	(-)	(-)
Directors (Audit & Supervisory Committee Members)	86	5	86	-	-	-	-
(Outside Directors)	(58)	(3)	(58)	(-)	(-)	(-)	(-)
Total	865	10	327	3	272	3	266
(Outside Officers)	(91)	(5)	(91)	(-)	(-)	(-)	(-)

- (Notes) 1. The above table includes remuneration for one Director (Audit & Supervisory Committee Member) who retired at the conclusion of the Nineteenth Ordinary General Meeting of Shareholders held on June 24, 2024.
2. There are no employees serving as Directors.
3. At the Seventeenth Ordinary General Meeting of Shareholders held on June 20, 2022, it was resolved that the remuneration limit for Directors (excluding Audit & Supervisory Committee Members) would be 1.0 billion yen per fiscal year (including a maximum of 100 million yen for Outside Directors), of which 450 million yen would be for base remuneration and the remaining 550 million yen would be for cash bonuses. It was also resolved that, in addition to that remuneration limit, the Company would provide monetary compensation claims for granting common shares of the Company and cash as performance-based share compensation, with an upper limit that would be the amount obtained by multiplying 45,000 shares by the Delivery Share Price per fiscal year. The number of Directors as of the close of the Ordinary General Meeting of Shareholders was 10 (including two Outside Directors). At the Seventeenth Ordinary General Meetings of Shareholders held on June 20, 2022, it was resolved that the remuneration limit for Audit & Supervisory Committee Members shall be 200 million yen per year. The number of Audit & Supervisory Committee Members as of the close of the Ordinary General Meeting of Shareholders was four (including three Outside Audit & Supervisory Committee Members).
4. The above-mentioned "Delivery Share Price" is the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution at the Board of Directors meeting to deliver the Company's common shares related to the performance-based share compensation plan to be held within two months from the date of the ordinary general meeting of shareholders pertaining to the evaluation fiscal year (if the Company's shares were not traded on that day, the closing price on the last day the shares were traded prior to that).
5. The performance-based share compensation portion of the amount of remuneration, etc. shown in the above table shall be calculated based on the closing price of the common

shares of the Company on the Tokyo Stock Exchange on March 31, 2025, and when making actual payment, the Delivery Share Price will be applied.

6. Directors (excluding Audit & Supervisory Committee Members and Outside Directors) contribute a fixed proportion of the base remuneration shown in the above table to the shareholding association for directors and officers to purchase the Company's shares and continues to hold such shares during his or her term of office.
7. The performance-based share compensation shown in the above table is stated in the amount recorded as expenses in this fiscal year, 50% of which is planned to be paid in the Company's common shares (as monetary compensation claims for the granting thereof) and the remaining 50% of which is planned to be paid in cash.
8. The Company conducted a share split with a ratio of three shares for every one common share on April 1, 2023. Accordingly, each of the upper limits for the performance-based share compensation stated in Note 3 has been changed to the amount obtained by multiplying 135,000 shares by the Delivery Share Price per fiscal year, taking this share split into account.

b. Policy and Procedures for Determining Remuneration, etc. for Directors

The details of the policy for determining remuneration, etc. for Directors are as follows:

(i) Basic policy

The basic policy of the remuneration system for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company is to create a remuneration framework that promotes the Company's continuous growth and improves the Company's corporate value over the medium to long term by promoting the sharing of value with shareholders, ensuring objectivity and transparency so that the Company can adequately fulfill its accountability obligations, and fostering a healthy sense of entrepreneurship in the Directors while taking into account the level of remuneration that will enable the Company to secure and retain top-grade personnel. Specifically, the remuneration framework comprises base remuneration as fixed remuneration and performance-based bonuses and performance-based share compensation as variable remuneration.

Remuneration for Directors who are Audit & Supervisory Committee Members and Outside Directors of the Company comprises only base remuneration in light of their duties. The amount of remuneration for each of the Directors who are Audit & Supervisory Committee Members is determined by deliberation among the Directors who are Audit & Supervisory Committee Members, and the amount of remuneration for each Outside Director excluding Directors who are Audit & Supervisory Committee Members is determined by the Board of Directors.

(ii) Fixed remuneration (base remuneration)

The base remuneration for Directors (excluding Audit & Supervisory Committee Members) of the Company is monthly fixed remuneration paid in cash within a specific time period every month with a limit of 450 million yen per year (including 100 million yen per year for Outside Directors). In addition, Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company contribute a fixed proportion of the base remuneration to the shareholding association for directors and officers to purchase the Company's shares.

The base remuneration for Directors who are Audit & Supervisory Committee Members of the Company is monthly fixed remuneration paid in cash within a specific time period every month with the limit of 200 million yen per year.

(iii) Variable remuneration (performance-based bonuses and performance-based share compensation)

In regard to variable remuneration for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company, both performance-based bonuses and performance-based share compensation use the consolidated operating profit of the Group as an indicator with the aim of directly reflecting the evaluation of management efforts by the management team of the Group in the amount of remuneration to be paid.

Performance-based bonuses

Performance-based bonuses of the Company are calculated within a range of 0% to 200% of the predetermined base amount based on the rates of achievement of the Mid-term Plan targets, fiscal year targets, and year-on-year targets for the Group's actual consolidated operating profit, for each fiscal year, with the payment ratio changing within that range depending on the results of sustainability evaluations. If any of the rates of achievement is 50% or lower, performance-based bonuses will not be paid. The amount of performance-based bonuses will be determined within a limit of the smaller of (i) 550 million yen per year as the limit for cash bonuses or (ii) 1.5% of profit attributable to owners of parent, and will be paid within a specific time period every year after the end of the relevant fiscal year.

Sustainability evaluations are conducted with the aim of motivating the eligible directors to address sustainability, and the evaluations are determined by the Board of Directors by examining factors such as the results of activities for the Group's initiatives in line with its material issues (including initiatives for decarbonization) and indicators relating to employee engagement after deliberation by the Personnel Committee, which is an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors.

Performance-based share compensation

The performance-based share compensation of the Company (which corresponds to profit-related remuneration prescribed in the Corporation Tax Act) is to be paid only if the consolidated operating profit of the Group is 75 billion yen or more, and the payment ratio will be 100% if the consolidated operating profit reaches 125 billion yen (the target for the last fiscal year under the Mid-term Plan). Whether compensation is paid or not and the level of compensation are determined in each fiscal year. Under the framework, the number of reference share units is predetermined for each officer rank, and common shares of the Company and cash corresponding to the number of payment share units, which are finalized based on the degree of attainment of the consolidated operating profit target, will be delivered or paid. Furthermore, the performance-based share compensation will be paid within two months from the day following the day on which an ordinary general meeting of shareholders is held for the relevant fiscal year.

(iv) Remuneration structure

The Company determines the structure of the remuneration for its Directors (excluding Audit & Supervisory Committee Members and Outside Directors) by verifying the level of remuneration based on its performance results and objective benchmarks for the management's remuneration obtained from external specialist organizations and comprehensively taking into consideration the ratio of fixed remuneration to variable remuneration in the annual total remuneration and the proportion of medium- to long-term remuneration in variable remuneration. If the target for the last fiscal year under the Mid-term Plan is achieved, the ratio of fixed remuneration to variable remuneration in the annual total remuneration will be about 40 to 60, and the proportion of share compensation, that is, the sum of the amount contributed to the shareholding association for directors and officers (i.e., a fixed proportion of the base remuneration) and performance-based share compensation, will be approximately 40% of annual total remuneration.

(v) Procedures for determining remuneration

The policy, framework, and performance-based mechanism for remuneration for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) of the Company will be determined by the Board of Directors after deliberation by the Personnel Committee, which is an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors, in order to seek the appropriate involvement and advice of the Outside Directors.

c. Business Performance Targets, Results, and Payment Ratio, etc. Concerning Variable Remuneration for This Fiscal Year

The baseline business performance targets for consolidated operating profit for determining performance-based bonuses were set at 125,000 million yen for the Mid-term Plan target (the business performance corresponding to an achievement rate of 100%), 115,000 million yen for the fiscal year target, and 90,682 million yen for the year-on-year target.

Consolidated operating profit for the fiscal year ended March 31, 2025 was 180,229 million yen, and the payment ratio for the portion based on an evaluation of the consolidated operating profit of the Group, which was calculated based on the achievement rates of the baseline business performance targets for this fiscal year as described above in “b. Policy and Procedures for Determining Remuneration, etc. for Directors (iii) Variable remuneration (performance-based bonuses and performance-based share compensation),” was 200%. In addition, sustainability evaluations for determining changes in the payment ratio were deliberated by the Personnel Committee (an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors). As a result, it was evaluated that the results of activities for the Group’s initiatives in line with its material issues (including initiatives for decarbonization) as well as the performance of indicators relating to employee engagement, etc. for this fiscal year were progressing in line with the initial targets. Based on that evaluation, it was determined that no change would be made in the payment rate. Therefore, the final payment ratio for performance-based bonuses was 200%.

The baseline business performance target for consolidated operating profit for determining performance-based share compensation was set at 125,000 million yen.

Based on the achievement rate for consolidated operating profit for the fiscal year ended March 31, 2025, the payment ratio for performance-based share compensation was 100%.

d. Reason Based on Which the Board of Directors Determined That Composition of Remuneration, etc. of Individual Directors for This Fiscal Year Is Consistent with the Determination Policy

When determining the composition of remuneration, etc. of individual Directors, the Personnel Committee, an optional committee chaired by an independent Outside Director and of which a majority of the members are independent Outside Directors, has examined the original proposal from diverse viewpoints, including consistency with the determination policy, and the Board of Directors has respected the opinion of the Committee and considers that the composition of that remuneration, etc. is consistent with the determination policy.

(vii) Matters Concerning Outside Officers

a. Status of Major Concurrent Positions of Other Companies, etc. and Relationships Between Those Companies, etc. and the Company

Major concurrent positions of outside officers are as stated in “(2) Officers of the Company (i)

Directors” above.

Moreover, there are no special relationships between the Company and the entities with which outside officers have concurrent positions.

b. Main Activities in This Fiscal Year

(Directors (excluding Audit & Supervisory Committee Members))

Name	Board of Directors Meetings (Held 18 times)		Main Activities (Including Overview of Duties Performed Regarding Expected Roles)
	Number of Meetings Attended	Attendance Rate	
Toshio Shimada	18	100.0%	<p>We expect that he will utilize the insight gained from his experience of being involved in management as the head of a company and his extensive knowledge in digital technology to fulfill a role in which, from an objective standpoint independent of the management team, he proactively provides advice in a variety of contexts, including the formulation of management strategy, digital transformation (DX) strategy in particular, of the Company, and drives decision-making on the appointment and remuneration of the management team members that is based on objective and reasonable evaluations of their business performance.</p> <p>During this fiscal year, he fulfilled the expected roles and provided advice at Board of Directors meetings, etc. In addition, he attended the Personnel Committee meetings held in this fiscal year as the chair and was involved in deliberations regarding the appointment and remuneration of the management team members, offering objective and reasonable opinions. Furthermore, he attended the Independent Directors Committee meeting held in this fiscal year as the chairperson, and evaluated the appropriate functioning of the Board of Directors from an objective perspective.</p>

Name	Board of Directors Meetings (Held 18 times)		Main Activities (Including Overview of Duties Performed Regarding Expected Roles)
	Number of Meetings Attended	Attendance Rate	
Koichi Kawana	17	94.4%	<p>We expect that he will utilize the insight gained from his experience of being involved in management as the head of a company and his extensive experience working overseas to fulfill a role in which, from an objective standpoint independent of the management team, he proactively provides advice in a variety of contexts, including the formulation of management strategy, global strategy in particular, of the Company, and drives decision-making on the appointment and remuneration of the management team members that is based on objective and reasonable evaluations of their business performance.</p> <p>During this fiscal year, he fulfilled the expected roles and provided advice at Board of Directors meetings, etc. In addition, he attended the Personnel Committee meetings held in this fiscal year as a committee member and was involved in deliberations regarding the appointment and remuneration of the management team members, offering objective and reasonable opinions. Furthermore, he attended the Independent Directors Committee meeting held in this fiscal year, and evaluated the appropriate functioning of the Board of Directors from an objective perspective.</p>

Note: In addition to the number of Board of Directors meetings held as stated above, one written resolution was adopted, which is deemed to constitute a resolution by the Board of Directors pursuant to the provisions of Article 370 of the Companies Act and the provisions of the Articles of Incorporation.

(Directors (Audit & Supervisory Committee Members))

Name	Board of Directors Meetings (Held 18 times)		Audit & Supervisory Committee Meetings (Held 17 times)		Main Activities (Including Overview of Duties Performed Regarding Expected Roles)
	Number of Meetings Attended	Attendance Rate	Number of Meetings Attended	Attendance Rate	
Toru Shinoda	17	94.4%	16	94.1%	<p>Given that he has developed a mastery of audit practices over many years and is also a certified public accountant, the Company expects him to utilize his advanced knowledge and experience in accounting and auditing for the audit and supervisory system of the Company.</p> <p>During this fiscal year, he fulfilled the expected roles and provided advice and proposals to ensure the appropriateness and validity of decisions of the Board of Directors and the Audit & Supervisory Committee. In addition, he attended the Independent Directors Committee meeting held in this fiscal year, and evaluated the appropriate functioning of the Board of Directors from an objective perspective.</p>
Satoko Kuwabara	17	94.4%	17	100.0 %	<p>Given that she has been successful as an attorney-at-law for many years, we expect her to utilize her advanced knowledge and experience from the perspective of legal risk for the audit and supervisory system of the Company and to fulfill the role of driving objective and reasonable decision-making on the appointment and remuneration of the management team members.</p> <p>During this fiscal year, she fulfilled the expected roles and provided advice and proposals to ensure the appropriateness and validity of decisions of the Board of Directors and the Audit & Supervisory Committee. In addition, she attended the Personnel Committee meetings held in this fiscal year as a committee member and was involved in deliberations regarding the appointment and remuneration of the management team members, offering objective and reasonable opinions. Furthermore, she attended the Independent Directors Committee meeting held in this fiscal year, and evaluated the appropriate functioning of the Board of Directors from an objective perspective.</p>

Name	Board of Directors Meetings (Held 18 times)		Audit & Supervisory Committee Meetings (Held 17 times)		Main Activities (Including Overview of Duties Performed Regarding Expected Roles)
	Number of Meetings Attended	Attendance Rate	Number of Meetings Attended	Attendance Rate	
Takayuki Komiya	18	100.0 %	17	100.0 %	<p>Given that he has developed a mastery of accounting and tax practices over many years and is also a certified public accountant and a certified public tax accountant, the Company expects him to utilize his advanced knowledge and experience in accounting, tax affairs, and auditing for the audit and supervisory system of the Company.</p> <p>During this fiscal year, he fulfilled the expected roles and provided advice and proposals to ensure the appropriateness and validity of decisions of the Board of Directors and the Audit & Supervisory Committee. In addition, he attended the Independent Directors Committee meeting held in this fiscal year, and evaluated the appropriate functioning of the Board of Directors from an objective perspective.</p>

(Note) In addition to the number of Board of Directors meetings held as stated above, one written resolution was adopted, which is deemed to constitute a resolution by the Board of Directors pursuant to the provisions of Article 370 of the Companies Act and the provisions of the Articles of Incorporation.

c. Total Amount of Remuneration, etc. Paid to Officers by the Parent Company and Subsidiaries, etc.

Not applicable.

(3) Accounting Auditors

- (i) Name: KPMG AZSA LLC
- (ii) Amount of Remuneration, etc.

	Amount of Remuneration, etc.
Amount of Remuneration, etc. for Accounting Auditors for This Fiscal Year	¥123 million
Total in Money and Other Financial Benefits to Be Paid by the Company and Its Subsidiaries to Accounting Auditors	¥435 million

- (Notes) 1. Bandai Namco Holdings USA Inc., Bandai Namco Holdings Europe S.A.S., Bandai Namco Holdings Asia Co., Ltd., Bandai Namco Holdings China Co., Ltd., and Bandai Namco Holdings UK Ltd., among major subsidiaries of the Company, are audited (within the meaning of being audited as required by the Companies Act and Financial Instruments and Exchange Act or the equivalent laws and regulations in other countries) by audit firms (including entities overseas with qualifications equivalent to those of a Japanese audit firm) other than the Company's Accounting Auditor.
2. Under the audit agreement between the Company and its Accounting Auditor, there is no clear distinction between the amount of remuneration, etc., for audits under the Companies Act and that under the Financial Instruments and Exchange Act; furthermore, it is practically impossible to make such distinction. Therefore, the amount of remuneration, etc. for Accounting Auditors for this fiscal year described above is the total amount of remuneration, etc. for these audits.
3. The Audit & Supervisory Committee has analyzed and evaluated the audit report for the previous fiscal year, and reviewed the sufficiency of the audit plan for this fiscal year as well as the appropriateness of the time for audit planning, the staffing plan, and the hourly rate. As a result, the Audit & Supervisory Committee concluded that the Accounting Auditor remuneration is appropriate and gave its consent to the remuneration in accordance with Article 399, Paragraph 1 of the Companies Act.

(iii) Non-Auditing Operations

The Company engaged the Accounting Auditor to provide support services for compliance with the Corporate Sustainability Reporting Directive (CSRD), which are services other than those stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Act.

(iv) Policy on Removal or Non-Renewal of an Accounting Auditor

If the Audit & Supervisory Committee judges that action is necessary, such as in cases where the Accounting Auditor's execution of its duties is impeded, the Audit & Supervisory Committee will determine the contents of a proposal to be submitted to the General Meeting of Shareholders regarding the removal or non-renewal of the Accounting Auditor.

In addition, if any matter stipulated in the items of Article 340, Paragraph 1 of the Companies Act is deemed applicable to the Accounting Auditor, the Accounting Auditor will be removed based on the unanimous consent of all of the Audit & Supervisory Committee Members. If this occurs, an Audit & Supervisory Committee Member selected by the Audit & Supervisory Committee will report the fact of the Accounting Auditor's removal and the reason for the removal at the first General Meeting of Shareholders held after the removal.

(v) Summary of Contracts Concerning Limited Liability

Not applicable.

(vi) Summary of the Contents of the Indemnification Agreement

Not applicable.

(4) Basic Policy Concerning Control of the Company

(i) Content of Basic Policy

The Corporate Value of the Group

In accordance with Bandai Namco's Purpose, "Fun for All into the Future," which is the ultimate definition of the Group, we will aim to have Bandai Namco always meet the needs of IP fans, a wide range of business partners, shareholders, Group employees, and society around the world and to foster broad, deep, and multifaceted connections.

Emerging victoriously in the global competition of the fast-changing world of entertainment requires not only construction of a solid management foundation but also the creation of entertainment constantly predicting the changes of times, environments and customers' lifestyles and preferences. Such creation is closely linked to raising the corporate value of the Company.

Therefore, in determining what and how a person or entity controlling decisions on the financial and business policies should be, the Company should take the enhancement of the corporate value into account.

What and How a Person or Entity Controlling Decisions on the Financial and Business Policies Should Be

We believe that a person or entity controlling decisions on financial and business policies should be one who sufficiently understands the importance of the strategy and what the Group aims to be based on our Purpose, "Fun for All into the Future," the managerial resources, such as human resources, IP and content, that support the accomplishment of that vision and mission, and the importance of various stakeholders related to the Company, and who maximizes the corporate value of the Company and its shareholders' common interests over the medium to long term.

Therefore, we believe that, in the event that any person or entity that attempts to acquire large quantities of the Company's shares falls under any of the following and would harm the Company's corporate value for such reason, such person or entity is inappropriate to control the decisions of the Company's financial and business policies:

- Any person or entity who could clearly harm the Company's corporate value,
- Any person or entity who forces shareholders to sell their shares in a hurry by creating a disadvantageous situation if they do not accept a takeover proposal, or
- Any person or entity that does not provide the Company with the information or the time required for making decisions.

(ii) Details of Engagement

The Board of Directors of the Company, to whom the shareholders have entrusted the management of the Company, is engaged in the following efforts to implement the Group's basic policy.

Steps to Increase the Corporate Value of the Group

• Promoting the Mid-term Plan

From April 2025, the Group has promoted a three-year Mid-term Plan under the Group Purpose, "Fun for All into the Future," aiming to connect with a wide range of stakeholders including IP fans, business partners, shareholders, Group employees and society around the world on a broader, deeper, and more multifaceted level. Under the Mid-term Plan, the Group is committed to enhancing its corporate value and creating long-term profits by promoting various initiatives in line with three common themes ("Further expansion of business scale," "Acquisition of new business pillars," and "Establishment of structure for generating long-term profits") and four key themes derived from the common themes ("Creative Quality," "Expansion," "Growth," and "Strengthen") and initiatives relating to the "Strengthening of

alliances” and “Utilization of diverse human resources,” based on the Mid to Long-term Vision “Connect with Fans.”

- Strengthening Corporate Governance

As key measures to strengthen collaboration between the holding company and operating companies and between the operating companies and to facilitate speedier decision making as a group, the President and Representative Director of each business management company responsible for each Unit holds concurrent positions within the Group, such as serving as a Director of the Company. In addition, by adopting a corporate structure with an Audit & Supervisory Committee, the Company strives to strengthen its corporate governance system and, by delegating part of the authority to execute business to the Full-Time Officers Committee, the Company is working to further enhance corporate value through speedier decision-making and business execution. Furthermore, the Company is working to strengthen management oversight functions by ensuring that one-third or more of Directors are Outside Directors and also making sure that all of the Outside Directors are independent Outside Directors. In addition, the Company has organized an Independent Directors Committee with the aim of evaluating the appropriate functioning of the Board of Directors from an objective perspective. The Independent Directors Committee comprises independent Outside Directors only, and its secretariat functions are entrusted to a third-party specialist organization. In this way, the Company retains a more highly effective supervisory function over the Board of Directors.

- Promoting Efficient Management

The Group has put in place standards for business reconstruction; it has reinforced systems for continuous monitoring in order to discern business trends more swiftly, and is making swift decisions on restructuring businesses or withdrawing from them, based on in-house indicators. In addition, the Group is working towards cost reductions by standardizing processes across the Group as a whole and is promoting managerial efficiency from various perspectives.

- Reinforcing Utilization of Diverse Human Resources

In accordance with our Purpose, “Fun for All into the Future,” the Group strives to be a corporate group with “Same Spirit, Diverse Talents,” where diverse people of different skills, individual characteristics and values can thrive. We have always recruited and promoted individuals regardless of whether they are new graduates or mid-career hires and regardless of gender, age, nationality, race, religion, sexual orientation, or other personal characteristics, in addition to which we have worked on developing various systems and environments that enable a diverse array of people to thrive and work in a way that is both physically and mentally healthy. In addition, we have promoted initiatives such as those that support challenges taken on by employees and that develop human resources who promote the IP axis strategy on a global scale, while at the same time promoting measures for new and diverse ways to work and the development of systems therefor.

- Reinforcing Sustainability Activities

In accordance with our Purpose, “Fun for All into the Future,” the Group is promoting sustainability activities for the realization of a sustainable society with fans. In promoting these activities, the Group has formulated the “Bandai Namco Group Sustainability Policy” to, under the IP axis strategy, work with fans to promote sustainability activities corresponding to social issues that should be addressed by the Group, and it has promoted a detailed action plan to work on the material issues that we have identified as social issues that should be addressed by the Group. For example, in regard to one of our material issues, “Harmony with Nature,” in order to address the problems related to the natural environment that society is faced with, we have set targets for the reduction of carbon dioxide emissions from the use of energy as well

as steps to achieve them and have progressed our efforts for decarbonization, including switching to renewable energy sources at main business bases, introducing solar power generation, and improving the energy efficiency of amusement machines.

- Proactive IR Activities

The Company discloses information in a timely and appropriate manner in accordance with the Financial Instruments and Exchange Act and rules prescribed by the Tokyo Stock Exchange. We aim to be a highly transparent corporation that clearly provides our stakeholders, in particular our shareholders, with information concerning management strategies and business directions. The Group thus works to provide ample opportunities, for instance, company information meetings and financial information meetings, by the President and Representative Director and other executives of the Company to provide explanations directly to individual investors and to both Japanese and foreign institutional investors, stock analysts, etc. in order to deepen their understanding of the Group.

- Proactive Policy for the Return of Profits to Shareholders

The Company ranks the return of profits to shareholders as one of its highest priorities in its management. The Company aims to further strengthen the Group's competitiveness and, while maintaining a sound financial status, to achieve regular distributions of dividends and improvement in the Company's corporate value. Under the Mid-term Plan started in April 2025, the Company conducted multifaceted considerations regarding shareholder returns, taking into account the business environment surrounding our operations, our policies on strategic investments for growth, and other factors. Consequently, the Company introduced a new shareholder return basic policy described below.

<New shareholder return basic policy>

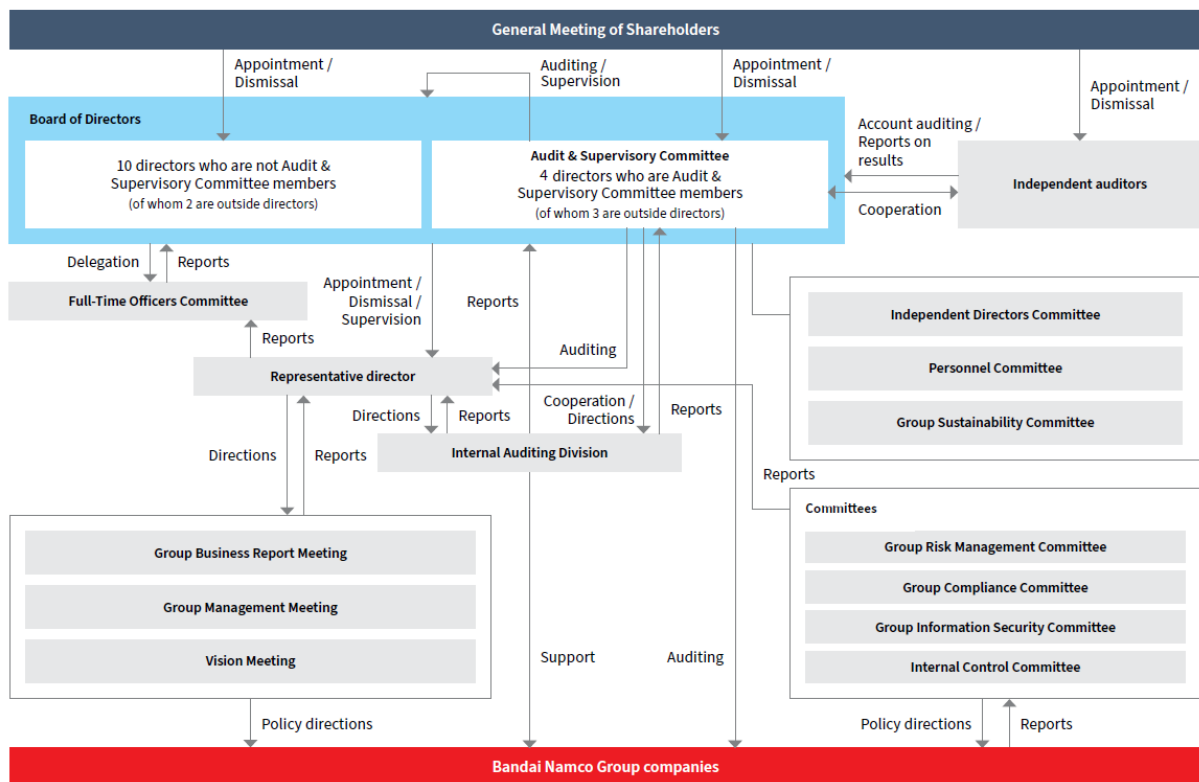
The Company aims to further strengthen the competitiveness of the Group and ranks the appropriate return of profits to shareholders as one of its highest priorities in management, and the basic policy is to have a total return ratio of 50% or higher.

- Implement long-term stable dividends with a minimum DOE (dividend on equity) of 3.60%
- Acquire treasury share as appropriate with an awareness of capital cost

(Reference)

Corporate Governance System

As of April 1, 2025



Takeover Defense Measures

At present, the Company has not introduced any policy for countermeasures to takeovers (takeover defense measures). This is because the Company believes that implementing our management and business strategies in accordance with the measures to increase the corporate value of the Group and aiming to increase the corporate value of the Group as a whole is a substantial defense against takeovers that do not contribute to the corporate value of the Company or the common interests of the shareholders. That said, since we are entrusted by shareholders with the management of the Group, we will work on studying and developing a system to respond appropriately to takeover offers, with a close eye on legal and social trends. In concrete terms, the management team will not take steps to guard its own interests against a takeover offer but will sufficiently deliberate the matter at Board of Directors meetings after referring the matter to the Independent Directors Committee, which is composed only of independent Outside Directors, as necessary, for their review from objective viewpoints, to enable the Company to make a judgment from the perspective of increasing corporate value first. The Company will also work to secure sufficient information and necessary time, so as to be conducive to appropriate judgment by the shareholders.

(Note) In the Business Reports, fractional amounts less than the indicated unit amount are rounded down for sums of money and numbers of shares, while percentages and other values are rounded off to the nearest figure.

Systems for Ensuring the Properness of Operations and Operating Status of the Systems
(As of March 31, 2025)

Systems for Ensuring the Properness of Operations

The following outlines decisions regarding the basic policy for the structure of internal control systems.

- (i) Systems to Ensure that the Execution of the Duties by Directors, etc. and Employees of the Company and Its Subsidiaries Is in Compliance with the Laws and Regulations and the Articles of Incorporation
 - a. The Company shall set in place Bandai Namco's Purpose and the Group Compliance Charter, ensure that Directors, etc. and employees of the Company and its subsidiaries are familiar with them, and always pay due attention to ensure they carry out their duties lawfully and fairly.
 - b. Directors of the Company shall report periodically to the Board of Directors on the structure and operating status of internal control systems.
 - c. The Company shall install a Director in charge of compliance who is responsible for supervision of compliance overall based on its compliance regulations, and establish a structure ensuring that the Company and the entire Group abides by the law, behaves ethically, and complies with internal regulations.
 - d. Should violations of compliance or suspicions thereof occur within the Group, the Company shall immediately convene the Group Risk Compliance Committee with the Company's President and Representative Director as its chair to discuss and decide how the issue should be handled.
 - e. Overseas, an overseas regional headquarters shall be determined for each region to manage risk and support compliance.
 - f. Internal reporting systems including an internal consultation point, an external consultation point comprising external legal advisors, etc., and a hotline (by e-mail, etc.) which enables reporting directly to Directors, Audit & Supervisory Committee Members of the Company or to Audit & Supervisory Board Members of its subsidiaries shall be put in place in the Company and its major subsidiaries.
 - g. The Internal Auditing Division shall be established independently of the executive sections in the Company and its major subsidiaries to work towards maintaining the properness of execution of operations through internal audits.
- (ii) Systems for Preserving and Managing Information Related to Directors' Execution of Their Duties
 - a. The Company shall establish regulations concerning document management and ensure (i) the centralized collection and management of documents circulated for approval, minutes of several kinds of meetings, contracts and other documents and (ii) appropriate safekeeping and management of important documents in each department. The Company shall have a system to ensure that Directors may view those documents at any time.
 - b. The Company shall establish regulations concerning information security as a part of Group management. These regulations will provide for a system to ensure appropriate safekeeping and preservation of information.

- (iii) Regulations Concerning Management for Risk of Loss of the Company and Its Subsidiaries and Other Systems
 - a. The Company shall establish regulations concerning risk management and compliance as a part of Group management. Throughout the Group, we will work to prevent risk and to discover risk factors as rapidly as possible.
 - b. When risk arises, the Company shall convene the Group Risk Compliance Committee without delay to minimize the impact of risk on our business by responding to risk quickly and in an appropriate manner.
 - c. Anticipating the occurrence of situations that could cause drastic damage to the management of the Group through a major disaster or the like, the Group shall define the basic policy for a Business Continuity Plan (BCP) for the Group, and formulate a BCP for the Group and organize a Business Continuity Management (BCM) system to achieve rapid recovery and restart of operations. Directors, etc. and employees of the Company and its subsidiaries shall be made aware of this.
- (iv) Systems to Ensure That Directors, etc. of the Company and Its Subsidiaries Execute Their Duties Efficiently
 - a. The Company shall assign each subsidiary into Units categorized by business segment, and appoint a Director and business management company in charge of each Unit in order to improve efficiency of business operations based on the division of duties, chain of command structure, authorities and competencies, decision making frameworks and other regulations regarding structure within the Group.
 - b. The Company shall formulate a Mid-term Plan with a period of three business years for the entire Group and each Unit, and determine the budget for each business year based on those Mid-term Plans.
 - c. The Company shall establish a Full-Time Officers Committee comprising full-time Directors and delegate the authority to make decisions on the execution of certain duties from the Board of Directors to the Committee to enable swifter decision-making.
- (v) Systems Concerning Reporting Matters Regarding Execution of Duties of Directors, etc. of Subsidiaries to the Company
 - a. The Company shall establish meetings such as Group Business Report Meetings and Group Management Meetings, and put in place a system for reporting inside the Group and decision making.
- (vi) Other Systems to Ensure Proper Business Behavior by the Company and Its Subsidiaries
 - a. The Company shall revise the Group Compliance Charter as appropriate in response to revisions to laws and regulations and changes in the social context surrounding the Group, and shall ensure that the contents of the Charter are made thoroughly known to Directors, etc. and employees of the Company and its subsidiaries through distributing the Compliance Book and through training. In addition, the Company shall regularly conduct a compliance awareness survey of Directors, etc. and employees of the Company and its subsidiaries to assess the level of awareness, etc. regarding the Charter, and shall utilize the results of the survey in future compliance promotion activities.

- b. The Company and its subsidiaries shall endeavor to improve and standardize business processes considering the importance of effectiveness and efficiency in business operations, and shall evaluate and operate internal controls on financial reporting based on related laws and regulations, etc.
- (vii) Matters Regarding Employees Who Shall Assist the Audit & Supervisory Committee with its Duties and Matters Regarding the Independence of Such Employees from Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- a. The Company shall provide a speedy response when the Audit & Supervisory Committee asks the President and Representative Director to appoint an employee who shall assist the Committee with its duties. Where that employee simultaneously works for any other section, his or her business duties pertaining to the Audit & Supervisory Committee shall take priority.
 - b. The Company shall manage personnel matters regarding such employees subject to the consent of the Audit & Supervisory Committee so as to ensure independence from the Board of Directors.
- (viii) Matters Concerning Ensuring the Effectiveness of Instructions to Employees Who Shall Assist the Audit & Supervisory Committee with its Duties
- a. The Company shall keep Directors and employees thoroughly informed that employees who shall assist the Audit & Supervisory Committee with its duties are under the command of the Audit & Supervisory Committee.
- (ix) System for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members), etc. and Employees of the Company and Its Subsidiaries to Report to the Company's Audit & Supervisory Committee
- a. Directors (excluding Audit & Supervisory Committee Members), etc. and employees of the Company and its subsidiaries shall report to the Audit & Supervisory Committee promptly with regard to matters prescribed by laws and regulations, other matters likely to have a major impact on the Company and the Group, and matters related to the current status of internal audits and compliance.
 - b. Directors (excluding Audit & Supervisory Committee Members), etc. and employees of the Company and its subsidiaries shall report promptly and appropriately when requested to do so by the Audit & Supervisory Committee of the Company regarding the performance of their duties.
 - c. The Company shall put in place a hotline (by e-mail, etc.) to allow reports to be made directly to the Company's Directors, Audit & Supervisory Committee Members as an internal reporting system.
- (x) System for Ensuring That Persons Making Reports to the Audit & Supervisory Committee Shall Not Be Treated Disadvantageously
- a. The Company shall prohibit the disadvantageous treatment of persons who have reported or consulted with the Audit & Supervisory Committee, and shall state that clearly in the Group Risk Compliance Regulations and make it thoroughly known to Directors, etc. and employees of the Company and its subsidiaries.

- (xi) Matters Regarding Policies Pertaining to Procedures for Advance Payments or Reimbursement of Expenses Arising in the Performance of Duties by Audit & Supervisory Committee Members and Other Payment of Expenses and Liabilities Arising in the Performance of Said Duties
 - a. The Company shall immediately pay expenses or liabilities where a Director, Audit & Supervisory Committee Member has requested advance payments or reimbursement of expenses arising in the performance of his or her duties, excluding cases where they were not considered necessary for the performance of said duties.
- (xii) Other Systems to Ensure the Effectiveness of Audits Conducted by the Audit & Supervisory Committee
 - a. Directors (excluding Audit & Supervisory Committee Members) of the Company shall formulate a system whereby Directors, Audit & Supervisory Committee Members can attend important meetings, and ensure that a system exists whereby they can meet periodically or on an ad hoc basis with Directors and employees and can cooperate with the Internal Audit Division and Accounting Auditors.
 - b. Subsidiaries of the Company shall install an appropriate number of Audit & Supervisory Board Members according to their scale, business category, etc., and ensure that there are systems in place wherein Audit & Supervisory Board Members of subsidiaries report periodically to the Audit & Supervisory Committee of the Company.

Operating Status of Systems for Ensuring the Properness of Operations

The overview of the operating status of the above-mentioned systems for ensuring the properness of operations is as follows:

1. Overall Internal Control Systems

In order to establish and operate overall internal control systems at the Company and its subsidiaries, an Internal Control Committee established within the Company conducts regular monitoring and evaluation of internal controls and reports to the Board of Directors as internal control reports. Improvements are implemented based on these reports. The appropriateness and reliability of evaluations of internal controls are ensured by having Internal Audit Divisions established at the Company and its major subsidiaries conduct appropriate internal audits.

In order to further enhance its corporate value by carrying out swifter decision-making and business execution while strengthening the corporate governance system, the Company transitioned from a company with Audit & Supervisory Board to a company with Audit & Supervisory Committee in June 2022. With this transition, the Company is working to strengthen management oversight functions by appointing five Outside Directors out of 14 total Directors and also making sure that all of the Outside Directors are independent Outside Directors.

2. Compliance and Risk Management

In order to ensure abidance of laws, respect of ethical behavior, and compliance with internal regulations, the Company has set in place the Group Compliance Charter to define behavioral guidelines for Directors, etc. and employees of the Company and its subsidiaries, and is working to ensure that they are familiar with the Charter, through putting up posters and distributing a Compliance Book. In addition, the Director in charge of compliance of the Company strives to strengthen the compliance systems by carrying out management of the overall compliance of the Group and periodical training using e-learning tools and other programs. The Company also investigates the degree of actual awareness through distributing surveys on compliance awareness to all employees of the Company and its subsidiaries and strives to enhance compliance awareness by sharing the results of the survey with each subsidiary director in charge of compliance. Furthermore, the Company has established and operates a whistle-blowing system to provide a point of contact for internal and external consultations and a hotline (by e-mail, etc.) to allow direct reporting to Directors, Audit & Supervisory Committee Members of the Company or Audit & Supervisory Board Members of its subsidiaries. The Company and its major subsidiaries have also included provisions in their internal regulations to ensure the protection of whistleblowers.

For risk management, the Company and its subsidiaries have established guidelines on risk management and have formulated and operate a Business Continuity Plan (BCP) and a Business Continuity Management (BCM) system for the Group. The Company is working to ensure that Directors, etc. and employees of the Company and its subsidiaries are well aware of these guidelines and systems.

Should violations of compliance occur or risk arise, a meeting of the Group Risk Compliance Committee, chaired by the President and Representative Director, is convened immediately to ensure a quick and appropriate response. Every month, the Group Compliance Committee Secretariat reports to the Board of Directors any information on compliance and risk and how they have been managed in the Company and its subsidiaries.

3. Subsidiary Business Management

The Company assigns each subsidiary into three Units and five Businesses categorized by business segment, and appoints a Director and a business management company in charge of each Unit and Business in order to improve efficiency of business operations based on the

division of duties, chain of command structure, authorities and competencies, decision making frameworks and other regulations regarding structure within the Group. The Group Business Report Meetings (held four times this fiscal year) and the Group Management Meetings (held seven times this fiscal year) are convened regularly to allow information sharing across the Group and facilitate discussions relating to various issues. The Company has also established and controls a business management system at subsidiaries, with a central role played by the Company's Corporate Planning Department, and monitors progress every month through a review of the Mid-term Plans and business performance across the Group and at each Unit and Business. In addition, the Company's Internal Auditing Division efficiently monitors the Group's internal controls through regular internal audits of the subsidiaries.

4. Execution of Duties by Directors

The Company has established the Purpose of "Fun for All into the Future," which is the ultimate definition of the Group, the Group Compliance Charter, and the Group Rules for Executives and has disseminated these regulations to ensure that Directors carry out their duties in a fair and legal manner. The Company has appointed a number of independent Outside Directors and actively exchanged ideas with them on a variety of occasions such as at the Board of Directors meetings and executive training sessions in order to strengthen the supervisory function of the Company. The Independent Directors Committee consisting of only independent Outside Directors evaluates the effectiveness of the Board of Directors and works on corporate governance and corporate value improvement. In this fiscal year, the Board of Directors meetings were held 18 times (with one written resolution) and the Independent Directors Committee meeting was held once.

In addition, some of the authority for the execution of duties has been delegated from the Board of Directors to the Full-Time Officers Committee to build a system that enables even swifter decision-making and execution of duties in the fast-changing entertainment market.

5. Audits by the Audit & Supervisory Committee

Directors, Audit & Supervisory Committee Members of the Company attend key meetings at the Company and the major subsidiaries, including the Board of Directors meeting and the Group Business Report Meetings, and audit the execution of duties by Directors and compliance with laws and regulations and the Articles of Incorporation. The Audit & Supervisory Committee Meetings convened 17 times this fiscal year, allowing the Directors, Audit & Supervisory Committee Members to exchange opinions and share information on important matters. The Audit & Supervisory Committee Members also meet regularly or as needed with the Directors of the Company, Internal Auditing Divisions, the Audit & Supervisory Board Members of subsidiaries and the Accounting Auditors to ensure the audits conducted by the Audit & Supervisory Committee are effective and efficient.

Consolidated Balance Sheet

(As of March 31, 2025)

	(Millions of yen)
	Amount
ASSETS	
Current assets	
Cash and deposits	388,460
Trade receivables and contract assets	123,998
Finished goods and merchandise	43,375
Work in process	77,501
Raw materials and supplies	7,834
Other current assets	64,635
Allowance for doubtful accounts	(862)
Total current assets	704,942
Non-current assets	
Property, plant and equipment	
Buildings and structures	28,358
Amusement facilities and machines	16,508
Land	48,671
Other property, plant and equipment	45,589
Total property, plant and equipment	139,127
Intangible assets	
Total intangible assets	31,226
Investments and other assets	
Investment securities	173,350
Deferred tax assets	19,673
Retirement benefit asset	11,710
Other investments and assets	23,578
Allowance for doubtful accounts	(972)
Total investments and other assets	227,340
Total non-current assets	397,694
TOTAL ASSETS	1,102,636

	(Millions of yen)
	Amount
LIABILITIES	
Current liabilities	
Trade payables	98,068
Income taxes payable	40,715
Contract liabilities	28,677
Provision for bonuses for directors (and other officers)	2,178
Provision for share-based payments	1,415
Provision for share awards	1,176
Other provision	327
Other current liabilities	106,051
Total current liabilities	278,611
Non-current liabilities	
Retirement benefit liability	6,042
Deferred tax liabilities for land revaluation	205
Other non-current liabilities	24,560
Total non-current liabilities	30,808
TOTAL LIABILITIES	309,420
NET ASSETS	
Shareholders' equity	
Share capital	10,000
Capital surplus	43,491
Retained earnings	668,802
Treasury shares	(44,214)
Total shareholders' equity	678,079
Accumulated other comprehensive income	
Valuation difference on available-for-sale securities	85,451
Deferred gains or losses on hedges	(8)
Revaluation reserve for land	(4,022)
Foreign currency translation adjustment	30,769
Remeasurements of defined benefit plans	2,584
Total accumulated other comprehensive income	114,774
Non-controlling interests	362
TOTAL NET ASSETS	793,216
TOTAL LIABILITIES AND NET ASSETS	1,102,636

Consolidated Statements of Operations

(From April 1, 2024 to March 31, 2025)

	(Millions of yen)	
	Amount	
Net sales	1,241,513	
Cost of sales	746,327	
Gross profit	495,185	
Selling, general and administrative expenses	314,956	
Operating profit	180,229	
Non-operating income		
Interest income	3,390	
Dividend income	1,341	
Share of profit of entities accounted for using equity method	2,699	
Other non-operating income	1,132	8,564
Non-operating expenses		
Interest expense	391	
Foreign exchange losses	767	
Penalty	884	
Other non-operating expenses	280	2,323
Ordinary profit	186,470	
Extraordinary income		
Gain on sale of non-current assets	532	
Gain on sales of investment securities	423	
Other extraordinary income	302	1,257
Extraordinary losses		
Impairment losses	1,526	
Loss on valuation of investment securities	487	
Loss on valuation of shares of subsidiaries and associates	475	
Other extraordinary losses	1,116	3,606
Profit before income taxes	184,122	
Income taxes - current	54,961	
Income taxes - deferred	(196)	54,764
Profit	129,358	
Profit attributable to non-controlling interests		56
Profit attributable to owners of parent	129,301	

Consolidated Statement of Changes in Equity (From April 1, 2024 to March 31, 2025)

(Millions of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of year	10,000	53,321	579,417	(19,293)	623,445
Changes during period					
Dividends of surplus			(39,918)		(39,918)
Profit attributable to owners of parent			129,301		129,301
Change in scope of equity method			1		1
Purchase of treasury shares				(35,000)	(35,000)
Cancellation of treasury shares		(9,942)		9,942	-
Disposal of treasury shares		111		134	246
Change in treasury shares arising from change in equity in entities accounted for using equity method				3	3
Net changes in items other than shareholders' equity					
Total changes during period	-	(9,830)	89,384	(24,920)	54,634
Balance at end of year	10,000	43,491	668,802	(44,214)	678,079

	Accumulated other comprehensive income						Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of year	49,262	1,022	(4,016)	29,637	166	76,071	306	699,823
Changes during period								
Dividends of surplus								(39,918)
Profit attributable to owners of parent								129,301
Change in scope of equity method								1
Purchase of treasury shares								(35,000)
Cancellation of treasury shares								-
Disposal of treasury shares								246
Change in treasury shares arising from change in equity in entities accounted for using equity method								3
Net changes in items other than shareholders' equity	36,189	(1,030)	(5)	1,131	2,418	38,702	56	38,758
Total changes during period	36,189	(1,030)	(5)	1,131	2,418	38,702	56	93,392
Balance at end of year	85,451	(8)	(4,022)	30,769	2,584	114,774	362	793,216

Notes to Consolidated Financial Statements

All sums are shown in millions of yen and have been rounded down.

I. Notes to Important Information Constituting the Basis for Preparation of Consolidated Financial Statements

1. Information Concerning the Scope of Consolidation

(1) Status of Consolidated Subsidiaries:

(i) Total Number of Consolidated Subsidiaries:

82 companies

(ii) Names of Principal Consolidated Subsidiaries:

Bandai Namco Entertainment Inc., BANDAI CO., LTD., Bandai Namco Filmworks Inc., Bandai Namco Amusement Inc., Bandai Namco Holdings USA Inc., Bandai Namco Holdings Europe S.A.S., Bandai Namco Holdings Asia Co., Ltd., Bandai Namco Holdings China Co., Ltd., and Bandai Namco Holdings UK Ltd.

Bandai Namco Europe S.A.S. changed its name to Bandai Namco Holdings Europe S.A.S.

(iii) Changes in the Scope of Consolidation:

Since Bandai Namco Base Inc. and Bandai Namco Experience Inc. were newly established in this fiscal year, these companies are now included in the scope of consolidation.

Since Eightbit Co., Ltd. was acquired as a subsidiary in this fiscal year, it is now included in the scope of consolidation.

Since the shares of CCP CO., LTD., which was a consolidated subsidiary in the previous fiscal year, were transferred, it has been excluded from the scope of consolidation.

Since SUNRISE BEYOND INC. was absorbed by a consolidated subsidiary of the Company, it has been excluded from the scope of consolidation.

(2) Status of Non-Consolidated Subsidiaries:

(i) Names of the Principal Non-Consolidated Subsidiaries:

BANDAI LOGIPAL AMERICA, INC.

(ii) Reason for Exclusion from the Scope of Consolidation:

Non-consolidated subsidiaries have been excluded from the scope of consolidation as the scale of the business conducted by each of those companies is small and the total assets, net sales, profit or loss and retained earnings, etc. corresponding to the ownership held by the Company of each non-consolidated subsidiary have no material impact on the consolidated financial statements.

2. Information Concerning Application of the Equity Method

(1) Status of Non-Consolidated Subsidiaries and Affiliated Companies to Which the Equity Method Was Applied:

(i) Number of Affiliated Companies to Which the Equity Method Was Applied:

3 companies

- (ii) Names of the Principal Affiliated Companies to Which the Equity Method Was Applied:

HAPPINET CORPORATION and Tsuburaya Productions Co., Ltd.

- (iii) Change in Scope of the Equity Method:

People Co., Ltd. was excluded from the scope of application of the equity method due to the transfer of shares.

- (2) Status of Non-Consolidated Subsidiaries and Affiliated Companies to Which the Equity Method Was Not Applied:

- (i) Name of the Principal Companies, etc.:

BANDAI LOGIPAL AMERICA, INC.

- (ii) Reason the Equity Method Was Not Applied to the Company:

The equity method was not applied to this company because it was deemed that the impact on the consolidated financial statements of the Company as a result of the exclusion of the company from the scope of application of the equity method would be minor and not material as a whole in consideration of the company's profit or loss and retained earnings, etc. corresponding to the Company's equity share in it.

- (iii) Special Notes Regarding Procedures for Applying the Equity Method:

If any of the companies to which the equity method is applied has a closing date that differs from the consolidated closing date, then the financial statements for the fiscal year of that company are used.

3. Information Concerning the Fiscal Year, etc. for Consolidated Subsidiaries

The closing date for Bandai Namco Holdings China Co., Ltd., Bandai Namco Entertainment (Shanghai) Co., Ltd., BANDAI (SHENZHEN) CO., LTD., SUNRISE (SHANGHAI) CO., LTD., and Bandai Namco Amusement (Shanghai) Co., Ltd. is December 31, and their financial data as of that closing date is used. The closing date for BANDAI CORPORACION MEXICO, S.A. de C.V. is December 31, and its financial data is based on a provisional closing as of March 31 pursuant to procedures for the fiscal year-end closing.

Necessary adjustments on a consolidated basis are made when transactions of material importance occur between the reported closing date and the consolidated closing date.

4. Accounting Policies

- (1) Valuation Basis and Methods for Significant Assets:

- (i) Valuation Basis and Methods for Securities:

Available-for-sale securities:

Securities other than shares, etc. that do not have a fair value:

Stated using the fair value method. (Valuation differences are reflected directly in net assets and cost of sales is calculated using the moving average method.)

Shares, etc. that do not have a fair value:

Stated using the cost method based on the moving average method. With respect, however, to contributions to limited partnerships for investment and similar partnerships (deemed to be securities under Article 2, Paragraph 2 of the Financial Instruments and Exchange Act), these are stated by the net

amount corresponding to the Company's equity share, based on the most recent available financial reports according to the date for settlement of accounts provided for in the partnership agreement.

(ii) Derivative Transactions: Stated using the fair value method.

(iii) Valuation Basis and Methods for Inventories:

Work in process, such as game software, etc.:

Stated using the cost method based on the specific-cost method. (The value stated on the balance sheet was calculated by writing down the book value based on declining profitability.)

Others:

Domestic consolidated subsidiaries:

Generally, stated using the cost method based on the average method. (The value stated on the balance sheet was calculated by writing down the book value based on declining profitability.)

Overseas consolidated subsidiaries:

Generally, stated using the lower of cost or market method based on the average method.

(2) Depreciation Methods for Significant Depreciable Assets:

(i) Property, Plant and Equipment (Exclusive of Leased Assets and Right-of-use Assets):

The Company and domestic consolidated subsidiaries:

Generally stated using the declining-balance method.

However, for buildings (excluding equipment attached thereto) acquired on or after April 1, 1998 and for part of the amusement facilities and machines, etc., the straight-line method was used.

The general useful life of property, plant and equipment is as follows:

Buildings and structures: 2 to 50 years

Amusement facilities and machines: 3 to 15 years

Overseas consolidated subsidiaries:

Stated using the straight-line method.

The general useful life of property, plant and equipment is as follows:

Buildings and structures: 3 to 50 years

Amusement facilities and machines: 4 to 25 years

(ii) Intangible Assets (Exclusive of Leased Assets and Right-of-use Assets):

Stated using the straight-line method.

The general useful life of software is as follows:

Software (used internally): 1 to 5 years

(iii) Leased Assets:

Stated using the straight-line method, with the useful life set to the lease period, for a residual value of zero.

(iv) Right-of-use Assets:

Stated using the straight-line method over the shorter of the useful life or the lease period of assets.

(3) Basis of Recognition for Significant Provision:

(i) Allowance for Doubtful Accounts:

The allowance for doubtful accounts is provided for possible losses on unrecoverable receivables. For ordinary receivables, the amount of the allowance is based on the historical rate of loss. For receivables from debtors at risk of bankruptcy and receivables from debtors in bankruptcy or under reorganization, etc., the amount of the allowance is based on individually estimated unrecoverable amounts.

(ii) Provision for Directors' Bonuses:

The provision for directors' bonuses is provided based on the estimated amounts to be paid in respect of this fiscal year.

(iii) Provision for Share-based Payments:

The provision for share-based payments is provided for the payment of share compensation to the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) and Directors of certain consolidated subsidiaries (excluding Non-Executive Directors) based on the estimated amounts to be paid in respect of this fiscal year.

(iv) Provision for Share Awards:

The provision for share awards is provided for the grant of shares of the Company to employees based on the estimated amounts to be incurred in respect of this fiscal year.

(4) Accounting Standards for Significant Income and Expense:

(i) Revenue Recognition:

The content of performance obligations and normal timing of revenue recognition for major businesses are as follows.

a. Digital Business

In the Digital Business, we mainly conduct the distribution of network content and sales of home console games.

For the distribution of network content (smartphone-based applications, etc.), in many cases, games are provided for free to customers, while items, etc. used in the game are provided at charge. The Company deems the performance obligation to be satisfied when the customer uses said items, etc. and estimates the customer's usage period, recognizing revenue over such usage period.

For sales of home console games, the Company deems the performance obligation to be satisfied and recognizes revenue at the point in time when the product is transferred to the customer. However, if there are elements not yet delivered to the customer, such as additional free downloadable content, the Company calculates the estimated sale value by referencing the selling price of similar paid downloadable content and recognizes revenue over the course of the customer's average game-playing period.

Licensing of home console games under license agreements is a grant of usage rights, and the Company deems the performance obligation to be satisfied and recognizes the minimum guarantee as revenue at the point in time when licensing starts. Royalties based on net sales are determined based on the sales, etc. of the contract partner, and revenue is recognized at the point in time when the performance obligation is deemed to be satisfied while taking into consideration the time when the royalty is accrued.

b. Toys and Hobby Business

In the Toys and Hobby Business, we mainly conduct sales of toys, capsule toys, cards, confectionery and foods, apparel, sundries, model kits, prizes, stationary, and other products.

For such sales of goods and products, the Company deems the performance obligation to be satisfied and recognizes revenue at the point in time when the good or product is transferred to the customer.

c. IP Production Business

In the IP Production Business, we mainly conduct the production and management of visual and music content such as animations and the management and administration of copyrights and other rights.

For contracted animation production, the Company deems the performance obligation to be satisfied and recognizes revenue at the point in time when the product is delivered to the client.

Regarding the sales of visual and music content and the like, the Company deems the performance obligation to be satisfied and recognizes revenue at the point in time when the product is transferred to the customer.

Licensing of animation and visual and music content under license agreements is a grant of usage rights, and the Company deems the performance obligation to be satisfied and recognizes the minimum guarantee as revenue at the point in time when licensing starts. Royalties based on net sales are determined based on the sales, etc. of the contract partner, and revenue is recognized at the point in time when the performance obligation is deemed to be satisfied while taking into consideration the time when the royalty is accrued.

d. Amusement Business

In the Amusement Business, we mainly conduct the sales of amusement machines and operation of amusement facilities.

For sales of amusement machines, the Company deems the performance obligation to be satisfied and recognizes revenue at the point in time when the product is transferred to the customer. In addition, the Company also provides services such as sharing the playing fee with customers (facility operators) by using a network to connect the amusement machines with a large number of other facilities where amusement machines are installed. Since the performance obligation for these services is satisfied when the user starts playing, revenue is recognized at that time.

Revenue from the operation of amusement facilities mainly arises from charges for users to play with amusement machines, and the Company deems the performance obligation to be satisfied and recognizes revenue at the point in time when the users start playing.

Regarding the domestic sales of goods and products in each business, the Company applies the alternative treatment prescribed in Paragraph 98 of the “Implementation Guidance on Accounting Standard for Revenue Recognition,” and if the period from the time of shipment to the time when control of such goods or products is transferred to the customer is a normal period of time, the Company recognizes revenue at the time of shipment.

(ii) Accounting of Video Game Content Production Costs:

A distinctive characteristic of video game content is the process through which the software is highly combined with the content that cannot be separated into identifiable components.

The content is considered to be an important component of each video game title, which includes the game content and visual/music data.

Once management makes a decision to go forward in distributing a title, the Company records the video game content development costs as work in process.

The capitalized production costs are amortized to cost of sales based on projected sales revenue for home console games and are amortized to cost of sales over the minimum operating period for smartphone-based applications.

(5) Significant Accounting Policies for Hedging:

(i) Accounting for Hedging:

The Company used deferred hedge accounting.

In cases where forward foreign exchange contracts meet certain hedging criteria, they are accounted for under the allocation method.

(ii) Hedging Instruments and Hedged Items:

Hedging instruments: Forward foreign exchange contracts

Hedged items: Foreign-currency-denominated assets and liabilities and scheduled transactions

(iii) Hedging Policies:

Hedging is implemented in order to reduce risks arising from fluctuations in exchange rates involved in operational and financing activities.

(iv) Method of Assessing the Effectiveness of Hedging:

The Company assesses the effectiveness of hedging transactions, in principle, from the start of the transaction to the point at which effectiveness is assessed by comparing the cumulative changes in the fair value or the cumulative changes in the cash flows of the hedged item with the cumulative changes in the fair value or the cumulative changes in the cash flows of the hedging instrument.

In the event that critical terms are the same for the hedging instrument and the hedged assets, liabilities, or scheduled transaction, it is assumed that the hedge is 100% effective, so the assessment of effectiveness is not performed.

(6) Amortization of Goodwill

The Company reasonably estimates the period for which the effects of goodwill are expected to emerge and amortizes the goodwill on a straight-line basis over a fixed number of years up to 10 years.

(7) Other Important Information Constituting the Basis of Preparation of Consolidated Financial Statements

Method of Accounting for Retirement Benefits

a. Method of Attributing Expected Retirement Benefits to Periods

In calculating the retirement benefit obligations, the benefit formula basis is mainly used in determining the amount of the expected retirement benefit obligations attributed to the period up to the end of this fiscal year.

b. Method of Recognizing Actuarial Gains and Losses and Past Service Costs

Actuarial gains and losses are recognized in gain or loss in the consolidated fiscal year following the year in which a respective gain or loss arises, and are amortized

proportionally on a straight-line basis over a certain period (7 to 14 years) that is within the average remaining period of service of the eligible employees.

The entire amount of past service costs is recognized in gain or loss in the fiscal year during which it arises, and is amortized on a straight-line basis over a period (10 years), which is within the average remaining years of service of the eligible employees.

- c. The Company and certain consolidated subsidiaries use a simplified method in calculating retirement benefit asset, retirement benefit liability, and periodic pension cost under which retirement benefit obligations are principally based on accrued benefits at the end of the year.

II. Notes to Changes in Accounting Policies

(Application of Accounting Standard for Current Income Taxes and Other Relevant ASBJ Regulations)

The Company has applied the “Accounting Standard for Current Income Taxes” (Accounting Standards Board of Japan (ASBJ) Statement No. 27, October 28, 2022; the “Revised Accounting Standard of 2022”) and other relevant ASBJ regulations from the beginning of this fiscal year.

Revisions to categories for recording current income taxes (taxation on other comprehensive income) conform to the transitional treatment set out in the proviso of Paragraph 20-3 of the Revised Accounting Standard of 2022 and the transitional treatment in the proviso of Paragraph 65-2(2) of the “Implementation Guidance on Tax Effect Accounting” (ASBJ Guidance No. 28, October 28, 2022; the “Revised Implementation Guidance of 2022”). This has no impact on the consolidated financial statements for this fiscal year.

Furthermore, the Company has applied the Revised Implementation Guidance of 2022 from the beginning of this fiscal year with respect to revisions associated with the review of the treatment in the consolidated financial statements when deferring tax on gains or losses arising from the sale of subsidiary shares, etc. between consolidated companies. This has no impact on the consolidated financial statements for this fiscal year.

III. Notes to Changes in Method of Presentation

(Consolidated Balance Sheet)

- (1) “Right-of-use assets” (the balance of which at the end of this fiscal year is 9,989 million yen), which had been stated separately in the previous fiscal year, is included in “Other property, plant and equipment” under “Property, plant and equipment” in this fiscal year since it is at or below 1 percent of the total assets.
- (2) “Goodwill” (the balance of which at the end of this fiscal year is 10,441 million yen), which had been stated separately in the previous fiscal year, is included in “Intangible assets” in this fiscal year since it is at or below 1 percent of the total assets.
- (3) “Provision for share-based payments” and “Provision for share awards,” which had been included in “Other provision” under “Current liabilities” in the previous fiscal year, are stated separately due to their increased materiality in this fiscal year. The balances of “Provision for share-based payments” and “Provision for share awards” at the end of the previous fiscal year were 454 million yen and 576 million yen, respectively.

(Consolidated Statements of Operations)

- (1) “Non-deductible consumption tax” (the amount of which for this fiscal year is 13 million yen) and “Loss on investments in deferred compensation plan” (the amount of which for this fiscal year is 17 million yen), which had been stated separately in the previous fiscal year, are included in “Other non-operating expenses” under “Non-operating expenses” in this fiscal year since they are at or below 10 percent of the total non-operating expenses.
- (2) “Gain on sale of non-current assets,” which had been included in “Other extraordinary income” under “Extraordinary income” in the previous fiscal year, is stated separately starting this fiscal year since it is above 10 percent of the total extraordinary income. The amount of “Gain on sale of non-current assets” in the previous fiscal year was 98 million yen.
- (3) “Loss on valuation of shares of subsidiaries and associates,” which had been included in “Other extraordinary losses” under “Extraordinary losses” in the previous fiscal year, is stated separately starting this fiscal year since it is above 10 percent of the total extraordinary losses. The amount of “Loss on valuation of shares of subsidiaries and associates” in the previous fiscal year was 284 million yen.

In addition, “Loss on retirement of non-current assets” (the amount of which for this fiscal year is 351 million yen), which had been stated separately in the previous fiscal year, is included in “Other extraordinary losses” under “Extraordinary losses” in this fiscal year since it is at or below 10 percent of the total extraordinary losses.

IV. Notes Concerning Accounting Estimates

Valuation of Work in Process Concerning Home Console Games before Launch at Major Domestic Development Bases

(1) Amount Recorded in the Consolidated Financial Statements for This Fiscal Year:

Work in process	¥47,578 million
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(2) Information Concerning the Contents of Significant Accounting Estimates for the Identified Items

The value of work in process concerning home console games before launch in the Digital Business stated on the consolidated balance sheet was calculated by reducing the book value based on declining profitability and is evaluated to be the lower of the net realizable value or the book value of work in process.

For titles before launch, we calculate the net realizable value based on sales plans and development plans that take into consideration sales performance of similar game titles and sales potential based on future demand forecasts. If the book value of work in process exceeds the net realizable value due to revisions to plans, etc., the book value of work in process is written down to the net realizable value.

Estimates involving such determinations and assumptions may be affected by future demand trends and other factors; if such change in circumstances occurs, these estimates may possibly have a significant effect on the amount of work in process in the consolidated financial statements in the following consolidated fiscal year and onwards.

V. Notes to Consolidated Balance Sheet

1. Of trade receivables and contract assets, the amounts arising from contracts with customers are as follows.

Notes receivable	¥4,482 million
Accounts receivable–trade	¥119,515 million

2. Assets Pledged as Collateral

The assets deposited as a security deposit for issuance under the Payment Services Act, etc. are as follows:

“Other investments and assets” under “Investments and other assets”	¥2,334 million
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3. Amount of Accumulated Depreciation of Property, Plant and Equipment: ¥250,461 million

4. Guarantee Obligations

The Company has guarantee obligations concerning obligations in leasing contracts of companies other than consolidated companies.

BANDAI LOGIPAL AMERICA, INC. ¥4,224 million

Transferee of amusement facilities business in North America ¥9 million

Total ¥4,234 million

5. Land Revaluation

A revaluation of land for business-use was implemented pursuant to the “Land Revaluation Act” (Act No. 34 of 1998; enacted on March 31 of that year) and the revalued difference was recorded under net assets.

Revaluation Method:

The fair value of land is determined based on official notice prices that are calculated by the method assessed and published by the Commissioner of the National Tax Agency. The Commissioner assesses and publishes the method to calculate land value that forms the foundation for calculating taxable value for land value tax prescribed in Article 16 of the Land Value Tax Act (Act No. 69 of 1991; enacted on May 2 of that year), as stipulated in Article 2, Item (iv) of the Order for Enforcement of the Land Revaluation Act (Cabinet Order No. 119 of 1998; enacted on March 31 of that year). Reasonable adjustments are made to the official notice prices.

Revaluation Date:

March 31, 2002

VI. Notes to Consolidated Statement of Changes in Equity

1. Type and Total Number of Shares Issued as of the End of This Fiscal Year

Common shares 660,000,000 shares

2. Matters Concerning Dividends of Surplus

(1) Paid Dividend Amounts, etc.

Date of resolution	Type of shares	Total amount of dividends (Millions of yen)	Dividend per share (Yen)	Date of record	Effective date
June 24, 2024, Ordinary General Meeting of Shareholders	Common shares	32,719	50	March 31, 2024	June 25, 2024
November 6, 2024, Board of Directors Meeting	Common shares	7,199	11	September 30, 2024	December 10, 2024

(2) Dividends with a Date of Record in This Fiscal Year But an Effective Date in the Following Consolidated Fiscal Year

Date of scheduled resolution	Type of shares	Total amount of dividends (Millions of yen)	Source of dividends	Dividend per share (Yen)	Date of record	Effective date
June 23, 2025, Ordinary General Meeting of Shareholders	Common shares	38,844	Retained earnings	60	March 31, 2025	June 24, 2025

VII. Notes Concerning Financial Instruments

1. Financial Instruments

The Group manages funds by means of highly secure financial instruments only and procures funds through borrowing from banks and other financial institutions.

With regard to credit risk posed by customers with respect to trade receivables, which are operating receivables, credit information on major customers is updated at least once a year, to minimize such credit risk. Hedging is implemented as necessary through the use of forward exchange contracts in order to reduce risks arising from fluctuations in exchange rates for foreign-currency-denominated operating receivables.

Shares, which are investment securities, are exposed to the risk of market price fluctuations; their fair values are checked once a quarter.

Part of trade payables, which are operating liabilities, is denominated in foreign currencies. Hedging is implemented as necessary through the use of forward exchange contracts in order to reduce risks arising from fluctuations in exchange rates for foreign-currency-denominated operating liabilities.

Derivative transactions are executed and managed according to internal rules that determine trading authority and limits on amounts traded; derivatives are used in ways that minimize credit risk, and thus transactions are carried out only with highly creditworthy financial institutions.

2. Fair Values of Financial Instruments

The book values of financial instruments as stated in the consolidated balance sheet, their fair value as of March 31, 2025, and the difference between book value and fair value are as stated below.

Shares, etc. that do not have a market price and investments in partnerships for which the net amount of the Company's equity share in the partnerships is recorded on the balance sheet (book value stated in the consolidated balance sheet is 15,103 million yen) are not included in "Short-term investments and investment securities."

In addition, notes regarding "cash" are omitted, and notes regarding "deposits," "trade receivables," "trade payables" and "income taxes payable" are omitted due to the fair value approximating the book value as they are settled in a short period of time.

	Book value stated in the consolidated balance sheet (Millions of yen)	Fair value (Millions of yen)	Difference (Millions of yen)
Short-term investments and investment securities			
1. Available-for-sale securities	146,302	146,302	—
2. Shares of affiliated companies	11,869	33,746	21,876
3. Other	74	74	—
Total assets	158,247	180,124	21,876
Derivative transactions (*)	(50)	(50)	—

(*) Debts and credits derived from derivative transactions are stated on a net basis. Items to be recorded as net debts in the total are enclosed in brackets.

3. Matters Relating to the Breakdown of the Fair Value of Financial Instruments by Appropriate Classification, etc.

The fair value of financial instruments is classified into the following three levels according to the observability and materiality of inputs used to measure fair value.

Level 1 fair value: Fair value measured using observable inputs such as quoted prices in active markets for the assets or liabilities that are the subject of the measurement.

Level 2 fair value: Fair value measured using observable inputs other than Level 1 inputs.

Level 3 fair value: Fair value measured using unobservable inputs.

If multiple inputs are used that have a significant impact to the fair value measurement, such fair value is categorized in its entirety at the level with the lowest priority in fair value measurement among levels which each input belongs to.

(1) Financial Assets and Liabilities for Which Fair Value Is Used as Book Value Stated in the Consolidated Balance Sheet

	Fair value (Millions of yen)			
	Level 1	Level 2	Level 3	Total
Short-term investments and investment securities				
Available-for-sale securities				
Shares	146,302	—	—	146,302
Other	—	—	74	74
Derivative transactions (*)				
Currency related	—	(50)	—	(50)

(*) Debts and credits derived from derivative transactions are stated on a net basis. Items to be recorded as net debts in the total are enclosed in brackets.

(2) Financial Assets and Liabilities for Which Fair Value Is Not Used as Book Value Stated in the Consolidated Balance Sheet

	Fair value (Millions of yen)			
	Level 1	Level 2	Level 3	Total
Short-term investments and investment securities				
Shares of affiliated companies				
Shares	33,746	—	—	33,746

(Note) Description of the valuation techniques and inputs used to measure fair value:

Short-term investments and investment securities

Listed shares are valued using quoted prices. As listed shares are traded in active markets, their fair value is classified as Level 1.

Others are SAFE investments. Their latest fair value is estimated by taking into consideration events affecting the value of financial instruments and is classified as Level 3.

Derivative transactions

The fair value of forward exchange contracts is measured using observable inputs, such as exchange rates, and is classified as Level 2.

VIII. Notes Concerning Revenue Recognition

1. Disaggregation of Revenue from Contracts with Customers

(Millions of yen)

	Business segment					Total
	Digital	Toys and Hobby	IP Production	Amusement	Other	
Japan	251,630	430,178	75,458	103,150	6,647	867,064
Americas	91,941	44,173	—	4,416	—	140,531
Europe	84,077	21,900	—	19,805	—	125,783
Asia	22,438	78,585	157	6,952	—	108,132
Revenue from contracts with customers	450,088	574,837	75,615	134,324	6,647	1,241,513
Revenue from other sources	—	—	—	—	—	—
Net sales to external customers	450,088	574,837	75,615	134,324	6,647	1,241,513

(Note) Net sales to external customers are based on the location of the Company or its consolidated subsidiaries and are recorded by country or region.

2. Useful Information in Understanding Revenue from Contracts with Customers

Useful information in understanding revenue from contracts with customers is as stated in “I. Notes to Important Information Constituting the Basis for Preparation of Consolidated Financial Statements, 4. Accounting Policies, (4) Accounting Standards for Significant Income and Expense.”

3. Useful Information in Understanding Amounts of Revenue in This Fiscal Year and Onwards

(1) Balance of Contract Assets and Contract Liabilities, etc.

(Millions of yen)

	This fiscal year
Receivables from contracts with customers (beginning balance)	118,120
Receivables from contracts with customers (ending balance)	123,998
Contract assets (beginning balance)	69
Contract assets (ending balance)	—
Contract liabilities (beginning balance)	27,728
Contract liabilities (ending balance)	28,677

Contract liabilities are mainly related to the following and are reversed upon recognition of revenue:

- advances received as consideration paid by customers within content of the Digital Business, which are recognized as revenue when the Group’s performance obligation is satisfied by the acquisition and use of such paid-for items by the customer;
- advances received for which, if there are elements not yet delivered to the customer, such as additional free downloadable content of home console games in the Digital Business, the Company calculates the estimated sale value by referencing the selling price of similar paid downloadable content and recognizes revenue over the course of the customer’s average game-playing period; and
- advances received from customers before the transfer of goods and products in the Toys and Hobby Business.

The amount of revenue that was recognized in the current fiscal year that was included in the contract liability balance at the beginning of the period is 24,634 million yen.

(2) Transaction Price Allocated to the Remaining Performance Obligations

As there were no material contracts with original expected terms of over one year, descriptions in regard thereto are omitted for the sake of practical expediency.

IX. Notes Concerning Per-share Data

1. Net assets per share	¥1,225.02
2. Basic earnings per share	¥197.88

X. Notes Concerning Significant Subsequent Events

(Cancellation of Treasury Shares)

At the Board of Directors meeting held on April 16, 2025, the Company approved a resolution to cancel treasury shares pursuant to the provisions of Article 178 of the Companies Act, and has implemented as follows.

1. Class of shares canceled	Common shares of the Company
2. Number of shares canceled	10,000,000 shares (1.52% of total number of issued shares before cancellation)
3. Total number of issued shares after cancellation	650,000,000 shares
4. Date of cancellation	April 30, 2025

(Reorganization of Subsidiaries)

At the Board of Directors meeting held on February 5, 2025, the Company resolved to implement a company split in which all of the shares of Bandai Namco Amusement Inc. (“Bandai Namco Amusement”) held by the Company would be transferred to Bandai Namco Experience Inc. (“Bandai Namco Experience”), which was established on February 14, 2025 as a wholly owned subsidiary of the Company, by means of an absorption-type company split (the “Company Split”), and the Company implemented the Company Split on April 1, 2025 as follows.

1. Objective

The Company Split is part of a reorganization aimed at, within the Amusement Unit, strengthening planning and development capabilities as well as acquiring and training human resources for facility operations in order to promote the Group’s new Mid-term Plan, which began in April 2025.

After the Company Split takes effect, Bandai Namco Experience will oversee the entire Amusement Unit’s business of the Group as the business management company for the Unit and will also plan and sell facilities, machines for business use, and content, while Bandai Namco Amusement will specialize in the facility operation business. By clarifying the roles of each organization, we will promote growth in the amusement business through optimal allocation of management resources and efficient business operations.

2. Outline of Newly Established Subsidiary

(1) Name	Bandai Namco Experience Inc.
(2) Business description	Amusement business
(3) Share capital	100 million yen
(4) Date of establishment	February 14, 2025
(5) Shareholding ratio	The Company: 100%

3. Transactions Conducted by Commonly Controlled Entities

(1) Overview of Transaction

(i) Absorption-type Company Split of Bandai Namco Amusement to Bandai Namco Experience

a. Name and Details of the Business to Be Transferred

Real entertainment business, including planning, production and sales of amusement machines of Bandai Namco Amusement and planning of amusement facilities and facilities that leverage IP

b. Date of Business Combination

April 1, 2025

c. Legal Form of Business Combination

An absorption-type company split by which Bandai Namco Amusement shall be the splitting company and Bandai Namco Experience shall be the successor company

d. Names of the Companies After Combination

No change

(ii) Absorption-type Company Split of the Company to Bandai Namco Experience

a. Name and Details of the Business to Be Transferred

This absorption-type company split involves Bandai Namco Experience succeeding to all shares of Bandai Namco Amusement held by the Company and does not involve a succession of business.

b. Date of Business Combination

April 1, 2025

c. Legal Form of Business Combination

An absorption-type company split by which the Company shall be the splitting company and Bandai Namco Experience shall be the successor company

d. Names of the Companies After Combination

No change

(2) Overview of Accounting Process

The accounting process has been carried out as transactions conducted by commonly controlled entities, in accordance with the “Accounting Standard for Business Combinations” and the “Guidance on the Accounting Standard for Business Combinations and the Accounting Standard for Business Divestitures.”

Non-Consolidated Balance Sheet

(As of March 31, 2025)

	(Millions of yen)
	Amount
ASSETS	
Current assets	
Cash and deposits	49,260
Trade accounts receivables	175
Short-term loans receivable from subsidiaries and associates	1,382
Current portion of long-term loans receivable from subsidiaries and associates	2,000
Accounts receivable-other	12,257
Income taxes refund receivable	3,188
Other current assets	5,669
Total current assets	73,934
Non-current assets	
Property, plant and equipment	
Buildings	558
Structures	0
Machinery and equipment	3
Tools, furniture and fixtures	772
Land	32,914
Construction in progress	2,250
Total property, plant and equipment	36,499
Intangible assets	
Software	953
Other intangible assets	711
Total intangible assets	1,664
Investments and other assets	
Investment securities	147,392
Shares of subsidiaries and associates	251,125
Long-term loans receivable from subsidiaries and associates	1,500
Other investments and assets	8,926
Total investments and other assets	408,944
Total non-current assets	447,109
TOTAL ASSETS	521,043

	(Millions of yen)
	Amount
LIABILITIES	
Current liabilities	
Short-term borrowings from subsidiaries and associates	67,905
Accounts payable-other	9,415
Income taxes payable	4,146
Provision for bonuses for directors (and other officers)	272
Provision for share-based payments	266
Other provision	3
Other current liabilities	990
Total current liabilities	82,999
Non-current liabilities	
Deferred tax liabilities	37,095
Provision for retirement benefits	12
Guarantee deposits of subsidiaries and associates	2,971
Other non-current liabilities	758
Total non-current liabilities	40,838
TOTAL LIABILITIES	123,837
NET ASSETS	
Shareholders' equity	
Share capital	10,000
Capital surplus	
Legal capital surplus	2,500
Other capital surplus	163,627
Total capital surplus	166,127
Retained earnings	
Legal retained earnings	1,645
Other retained earnings	178,761
General reserve	10,000
Retained earnings brought forward	168,761
Total retained earnings	180,407
Treasury shares	(44,169)
Total shareholders' equity	312,364
Valuation and translation adjustments	
Valuation difference on available-for-sale securities	84,841
Total valuation and translation adjustments	84,841
TOTAL NET ASSETS	397,206
TOTAL LIABILITIES AND NET ASSETS	521,043

Non-Consolidated Statements of Operations

(From April 1, 2024 to March 31, 2025)

		(Millions of yen)
		Amount
Operating revenue		
Dividends from subsidiaries and associates	65,347	
Business management income from subsidiaries and associates	9,883	75,231
Operating expenses		
General and administrative expenses		10,347
Operating profit		64,883
Non-operating income		
Dividend income	991	
Rent income	3,275	
Other non-operating income	197	4,464
Non-operating expenses		
Rental expenses on real estate	3,274	
Other non-operating expenses	268	3,543
Ordinary profit		65,805
Extraordinary income		
Gain on sales of investment securities	186	
Gain on sale of shares of subsidiaries and associates	60	247
Extraordinary losses		
Loss on valuation of investment securities	113	
Loss on retirement of non-current assets	13	127
Profit before income taxes		65,925
Income taxes - current	(588)	
Income taxes - deferred	1,639	1,051
Profit		64,874

Non-Consolidated Statement of Changes in Equity (From April 1, 2024 to March 31, 2025)

(Millions of yen)

	Shareholders' equity									
	Share capital	Capital surplus			Retained earnings				Treasury shares	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings		Total retained earnings		
						General reserve	Retained earnings carried forward			
Balance at beginning of year	10,000	2,500	173,457	175,957	1,645	10,000	143,805	155,451	(19,245)	322,163
Changes during period										
Dividends of surplus							(39,918)	(39,918)		(39,918)
Profit							64,874	64,874		64,874
Purchase of treasury shares									(35,000)	(35,000)
Cancellation of treasury shares			(9,942)	(9,942)					9,942	–
Disposal of treasury shares			111	111					134	246
Net changes in items other than shareholders' equity										
Total changes during period	–	–	(9,830)	(9,830)	–	–	24,955	24,955	(24,924)	(9,799)
Balance at end of year	10,000	2,500	163,627	166,127	1,645	10,000	168,761	180,407	(44,169)	312,364

	Valuation and translation adjustments		Total net assets
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at beginning of year	48,668	48,668	370,831
Changes during period			
Dividends of surplus			(39,918)
Profit			64,874
Purchase of treasury shares			(35,000)
Cancellation of treasury shares			–
Disposal of treasury shares			246
Net changes in items other than shareholders' equity	36,173	36,173	36,173
Total changes during period	36,173	36,173	26,374
Balance at end of year	84,841	84,841	397,206

Notes to Non-Consolidated Financial Statements

All sums are shown in millions of yen and have been rounded down.

I. Notes Concerning Significant Accounting Policies

1. Valuation Basis and Methods for Assets:

Valuation basis and methods for securities:

(1) Shares of Subsidiaries and Affiliated Companies:

Stated using the cost method based on the moving average method.

(2) Available-for-sale Securities:

Securities other than shares, etc. that do not have a fair value:

Stated using the fair value method. (Valuation differences are reflected directly in net assets and cost of sales is calculated using the moving average method.)

Shares, etc. that do not have a fair value:

Stated using the cost method based on the moving average method.

With respect, however, to contributions to limited partnerships for investment and similar partnerships (deemed to be securities under Article 2, Paragraph 2 of the Financial Instruments and Exchange Act), these are stated by the net amount corresponding to the Company's equity share, based on the most recent available financial reports according to the date for settlement of accounts provided for in the partnership agreement.

2. Depreciation Methods for Non-current Assets:

(1) Property, Plant and Equipment:

Stated using the declining-balance method.

The general useful life of property, plant and equipment is as follows:

Buildings	3 to 18 years
Structures	3 years
Machinery and equipment	8 years
Tools, furniture and fixtures	2 to 15 years

(2) Intangible Assets:

Stated using the straight-line method.

The general useful life of software is as follows:

Software (used internally)	5 years
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3. Basis of Recognition for Provision:

(1) Provision for Bonuses for Directors (and Other Officers):

The Company provides for directors' bonuses based on estimated bonus payments in this fiscal year.

(2) Provision for Share-based Payments:

The Company provides for expenses arising in share compensation to Officers based on the amount estimated to arise in this fiscal year.

(3) Provision for Retirement Benefits:

The Company provides for retirement benefits for employees based on estimated retirement benefit obligations and pension plan assets as of the end of this fiscal year.

In calculating provision for retirement benefits and periodic pension cost, the Company uses a simplified method under which retirement benefit obligations are principally based on accrued benefits at the end of the year.

4. Accounting Standards for Significant Income and Expense:

The Company's revenues consist of consulting fee income and dividend income received from subsidiaries.

For consulting fee income, the Company's performance obligation is to provide contracted services to each subsidiary in accordance with the terms of the relevant contracts; income is recognized at the time when the services are provided because the Company's performance obligation is satisfied at that time.

For dividend income, revenue is recognized on the effective date of such dividends.

II. Notes to Changes in Accounting Policies

(Application of Accounting Standard for Current Income Taxes)

The Company has applied the "Accounting Standard for Current Income Taxes" (Accounting Standards Board of Japan (ASBJ) Statement No. 27, October 28, 2022; the "Revised Accounting Standard of 2022") from the beginning of this fiscal year.

Revisions to categories for recording current income taxes conform to the transitional treatment set out in the proviso of Paragraph 20-3 of the Revised Accounting Standard of 2022. This has no impact on the non-consolidated financial statements for this fiscal year.

III. Notes to Changes in Method of Presentation

(Non-Consolidated Statements of Operations)

"Loss on investments in capital of subsidiaries and associates" (the amount of which for this fiscal year is 31 million yen), which had been stated separately up to the previous fiscal year, is included in "Other non-operating expenses" under "Non-operating expenses" due to its immateriality for this fiscal year.

IV. Notes to Non-Consolidated Balance Sheet

1. Amount of Accumulated Depreciation of Property, Plant and Equipment: ¥5,824 million
2. Monetary Claims and Obligations with respect to Affiliated Companies (Excluding Amounts Given in Specific Categories)

Short-term monetary claims on affiliated companies:	¥12,402 million
Short-term monetary obligations to affiliated companies:	¥7,675 million
Long-term monetary obligations to affiliated companies:	¥274 million

V. Notes to Non-Consolidated Statements of Operations

Transactions with affiliated companies (excluding amounts given in specific categories)

Operating transactions:	
Commission fee	¥4,694 million
Non-operating transactions:	
Non-operating income	¥3,327 million
Non-operating expenses	¥198 million

VI. Notes to Non-Consolidated Statement of Changes in Equity

The total number and type of treasury shares as of the end of this fiscal year

Common shares	12,589,789 shares
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VII. Notes Concerning Tax Effect Accounting

1. Main Factors in the Occurrence of Deferred Tax Assets and Deferred Tax Liabilities

The main factors in the occurrence of deferred tax assets are, among others, denial of loss on valuation of shares of subsidiaries and associates and loss on valuation of investment securities, and they were recorded net of valuation allowance. The main factor in the occurrence of deferred tax liabilities is valuation difference on available-for-sale securities.

2. Accounting of Corporate and Local Corporate Income Tax and Tax Effect Accounting with Respect Thereto

The Company has adopted the group tax sharing system. Accordingly, the Company has conducted, and makes disclosure regarding, accounting of corporate and local corporate income taxes and tax effect accounting with respect thereto in accordance with the “Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System” (ASBJ PITF No. 42, August 12, 2021).

VIII. Notes Concerning Transactions with Related Parties

1. Subsidiaries and Affiliated Companies, etc.

(Millions of yen)

Type	Company	Ratio of voting rights ownership	Relationship with related parties	Content	Amount	Account items	Balance as of March 31, 2025
Subsidiary	Bandai Namco Entertainment Inc.	Holding directly 100.0%	Interlocking directorate	Loans and borrowings (Note 1)	27,122	Short-term borrowings from subsidiaries and associates	7,121
				Receipt of interest	0	–	–
				Payment of interest	36	–	–
				Payment of commissions (Note 2)	3,918	Accounts payable-other	1,363
Subsidiary	BANDAI CO., LTD.	Holding directly 100.0%	Interlocking directorate	Borrowings (Note 1)	32,178	Short-term borrowings from subsidiaries and associates	5,006
				Payment of interest	36	–	–
Subsidiary	Bandai Namco Filmworks Inc.	Holding directly 100.0%	Interlocking directorate	Borrowings (Note 1)	4,754	Short-term borrowings from subsidiaries and associates	7,449
				Payment of interest	5	–	–
Subsidiary	BANDAI SPIRITS CO., LTD.	Holding directly 100.0%	Interlocking directorate	Borrowings (Note 1)	39,637	Short-term borrowings from subsidiaries and associates	5,243
				Payment of interest	44	–	–
Subsidiary	Bandai Namco Music Live Inc.	Holding directly 100.0%	–	Borrowings (Note 1)	5,249	Short-term borrowings from subsidiaries and associates	7,117
				Payment of interest	5	–	–
Subsidiary	Bandai Namco Business Arc Inc.	Holding directly 100.0%	Interlocking directorate	Payment of administrative services fees (Note 3)	1,002	Accounts payable-other	91

Conditions of Transactions and Policies for Determining the Conditions of Transactions

- (Notes) 1. The loans and borrowings are transactions made by the cash management system (CMS); the amount stated is the average balance during this fiscal year. To clearly disclose the actual conditions of CMS transactions, the transaction net amount is shown. The interest rate on these loans and borrowings is, based on intra-Group regulations, determined reasonably, taking into account market interest rates.
2. The commissions paid to Bandai Namco Entertainment Inc. are decided through cooperative discussion with that company, giving consideration to the total cost pertaining to the performed services and the like.
3. The administrative services fees paid to Bandai Namco Business Arc Inc. are decided through cooperative discussion with that company, giving consideration to the total cost pertaining to the relevant services and the like.

2. Officers and Major Individual Shareholders, etc.

(Millions of yen)

Type	Name	Ratio of voting rights ownership	Relationship with related parties	Content	Amount	Account items	Balance as of March 31, 2025
Officer	Masaru Kawaguchi	Ownership directly 0.0%	President and Representative Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	24	-	-
Officer	Yuji Asako	Ownership directly 0.0%	Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	12	-	-
Officer	Nobuhiko Momoi	Ownership directly 0.0%	Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	12	-	-
Officer	Nao Udagawa	Ownership directly 0.0%	Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	21	-	-
Officer	Kazuhiro Takenaka	Ownership directly 0.0%	Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	21	-	-
Officer	Makoto Asanuma	Ownership directly 0.0%	Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	14	-	-
Officer	Hiroshi Kawasaki	Ownership directly 0.0%	Director of the Company	Disposal of treasury shares accompanying contribution in kind of the monetary compensation claims (Note 1)	14	-	-

(Note) 1. These items are due to contribution in kind of monetary compensation claims accompanying the performance-based share compensation plan. The disposal price of treasury shares is determined based on the closing price of common shares of the Company on the Tokyo Stock Exchange on June 21, 2024 (the business day immediately preceding the date of the resolution at the Board of Directors meeting).

IX. Notes Concerning Per-share Data

- | | | |
|----|---------------------------|---------|
| 1. | Net assets per share: | ¥613.53 |
| 2. | Basic earnings per share: | ¥99.25 |

X. Notes Concerning Revenue Recognition

Useful Information in Understanding Revenue

Useful information in understanding revenue is as stated in “I. Notes Concerning Significant Accounting Policies, 4. Accounting Standards for Significant Income and Expense.”

XI. Notes Concerning Significant Subsequent Events

(Cancellation of Treasury Shares)

This information is omitted because it is stated in “X. Notes Concerning Significant Subsequent Events” in the Notes to Consolidated Financial Statements.

(Reorganization of Subsidiaries)

This information is omitted because it is stated in “X. Notes Concerning Significant Subsequent Events” in the Notes to Consolidated Financial Statements.

Independent Auditor's Report

May 21, 2025

To the Board of Directors of Bandai Namco Holdings Inc.:

KPMG AZSA LLC
Tokyo Office, Japan

Michiaki Yamabe
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Yasuko Kawamata
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Kenta Kurosu
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of operations, the consolidated statement of changes in equity and the related notes of Bandai Namco Holdings Inc. ("the Company") and its consolidated subsidiaries (collectively referred to as "the Group"), as at March 31, 2025 and for the year from April 1, 2024 to March 31, 2025 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The

audit & supervisory committee are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The audit & supervisory committee are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit & supervisory committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit & supervisory committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the original Independent Auditor's Report for the conveniences of the reader.

Independent Auditor's Report

May 21, 2025

To the Board of Directors of Bandai Namco Holdings Inc.:

KPMG AZSA LLC
Tokyo Office, Japan

Michiaki Yamabe
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Yasuko Kawamata
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Kenta Kurosu
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements, which comprise the balance sheet, the statement of operations, the statement of changes in equity and the related notes, and the accompanying supplementary schedules ("the financial statements and the accompanying supplementary schedules") of Bandai Namco Holdings Inc. ("the Company") as at March 31, 2025 and for the year from April 1, 2024 to March 31, 2025 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the accompanying supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The audit & supervisory committee are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The audit & supervisory committee are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the accompanying supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the accompanying supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the accompanying supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the accompanying supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the accompanying supplementary schedules, including the disclosures, and whether the financial statements and the accompanying supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the audit & supervisory committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit & supervisory committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the original Independent Auditor's Report for the conveniences of the reader.

Audit & Supervisory Committee's Report

Audit Report

We, the Audit & Supervisory Committee, have audited the execution of duties by Directors during the 20th fiscal year from April 1, 2024 to March 31, 2025. We hereby report on the method and results of the audit as follows:

1. Method and Content of Audits

With respect to the resolutions of the Board of Directors on the matters listed in Article 399-13, Paragraph (1), Items (i)(b) and (i)(c) of the Companies Act and the systems established based on such resolutions (internal control systems), the Audit & Supervisory Committee received periodic reports from Directors and employees, etc. regarding the establishment and operation status of those systems, obtained explanations thereof as necessary, expressed opinions, and conducted audits using the following methods:

- (i) We attended the meetings of the Board of Directors and other significant meetings, received reports on matters concerning the execution of duties from Directors and employees, etc., obtained explanations thereof as necessary, viewed documents concerning important decisions, and investigated the conditions of operations and assets of the Company in accordance with the Audit & Supervisory Committee auditing standards, etc. set out by the Committee, following the audit policies, audit plan, assignment of duties, and other relevant matters, and cooperating with the Internal Audit Division. Regarding the Company's subsidiaries, we communicated and shared information with the Directors and the Audit & Supervisory Board Members, etc. of the subsidiaries, and received reports on their business as necessary from them.
- (ii) We further examined the "Basic Policy Concerning Control of the Company" described in the Business Reports, based on the meetings of the Board of Directors and other discussions.
- (iii) We monitored and verified that the Accounting Auditor remained independent and performed audits appropriately, received reports on the execution of its duties from the Accounting Auditor and requested explanations as necessary. We were also notified that a "system for ensuring the proper execution of duties" (as per Article 131 of the Regulations for Corporate Accounting) was organized in accordance with "Quality Control Standards for Auditing" (Business Accounting Council), and requested explanations as necessary.

Using the aforementioned methods, we examined the Business Reports and the supplementary schedules, non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statements of operations, non-consolidated statement of changes in equity, and notes thereto), their supplementary statements and consolidated financial statements (consolidated balance sheet, consolidated statements of operations, consolidated statement of changes in equity, and notes thereto) for this fiscal year under review.

2. Results of the Audit

- (1) Audit Results of Business Reports, etc.
 - (i) We confirm that the Business Reports and its supplementary statements fairly represent the condition of the Company and are in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
 - (ii) We confirm that, with respect to the execution of duties by Directors, there are no fraudulent acts, or material facts that violate applicable laws and regulations or the Articles of Incorporation.
 - (iii) We confirm that the decisions made by the Board of Directors with regard to internal control systems are proper. We recognize that there is nothing to be cited with respect to the description of those internal control systems in the Business Reports and the execution of duties by Directors.
 - (iv) We confirm that there is nothing to be cited in respect of the “Basic Policy Concerning Control of the Company” described in the Business Reports. We confirm that actions (Article 118, Item (iii)-(b) of the Regulations for Enforcement of the Companies Act) described in the Business Reports are in accordance with this basic policy and that these actions do not damage our Group’s value and shareholders’ common interest, nor serve to maintain the position of the directors of the Company.
- (2) Audit Results of Non-consolidated Financial Statements and their Supplementary Statements
We confirm that the methods and the results of the audit by KPMG AZSA LLC, the Accounting Auditor of the Company, are appropriate.
- (3) Audit Results of Consolidated Financial Statements
We confirm that the methods and the results of the audit by KPMG AZSA LLC, the Accounting Auditor of the Company, are appropriate.

May 21, 2025

Audit & Supervisory Committee		
Bandai Namco Holdings Inc.		
Full Time Audit & Supervisory Committee Member	Takashi Kaneko	(Seal)
Audit & Supervisory Committee Member	Toru Shinoda	(Seal)
Audit & Supervisory Committee Member	Satoko Kuwabara	(Seal)
Audit & Supervisory Committee Member	Takayuki Komiya	(Seal)

(Note) Audit & Supervisory Committee Members Toru Shinoda, Satoko Kuwabara, and Takayuki Komiya are Outside Directors that are provided for in Article 2, Item (xv) and Article 331, Paragraph (6) of the Companies Act.

END