

Our Business Model and Strategy

October 2023



Visional, Inc.

1. Introduction to Visional Group

2. Creation of HCM⁽¹⁾ Ecosystem: Accelerating Japan's Workstyle Reform

2-1 : BizReach

2-2 : HRMOS

3. Investments for Long Term Growth

4. Message to Shareholders and Investors

Appendix

1

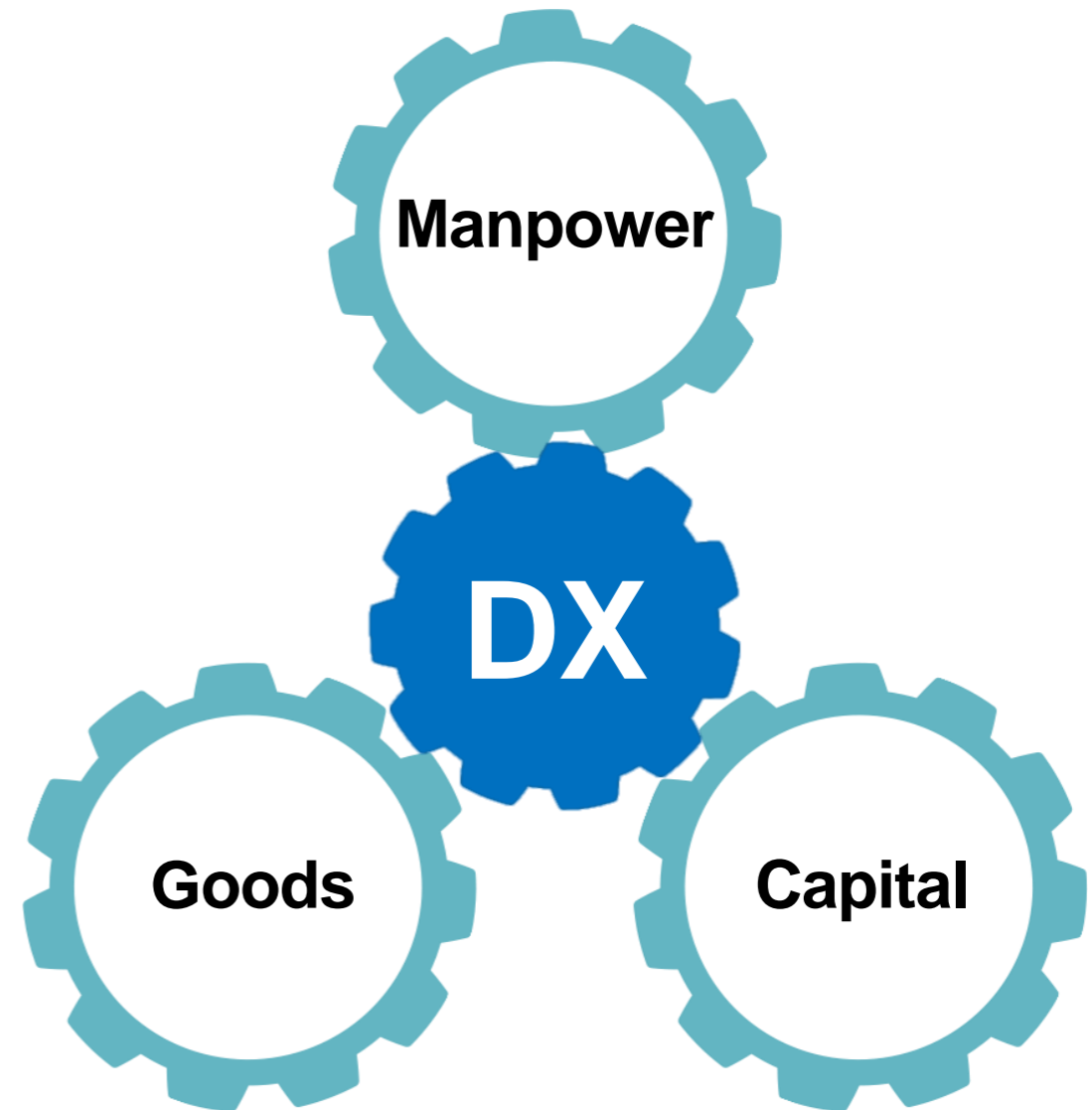
Introduction to Visional Group

Persistent Creation of New Possibilities.

Our vision is to tap into the power of the internet to support the innovative progress of our world by persistently transforming social obstacles into new possibilities.

Our mission is to achieve “continuous contribution to impact the world.”

With these ambitions, we aspire together as partners to create unique ecosystems and movements that accelerate the world to a tomorrow in which we desire to be.



**Supporting new possibilities for
Manpower, Goods and Capital**

Building on the proven set of principles and approaches that enabled our prior successes, we will continue to evaluate all potential areas of growth that will emerge from seismic shifts and technological innovation in Japan

Guidelines for deciding on a market and a business model

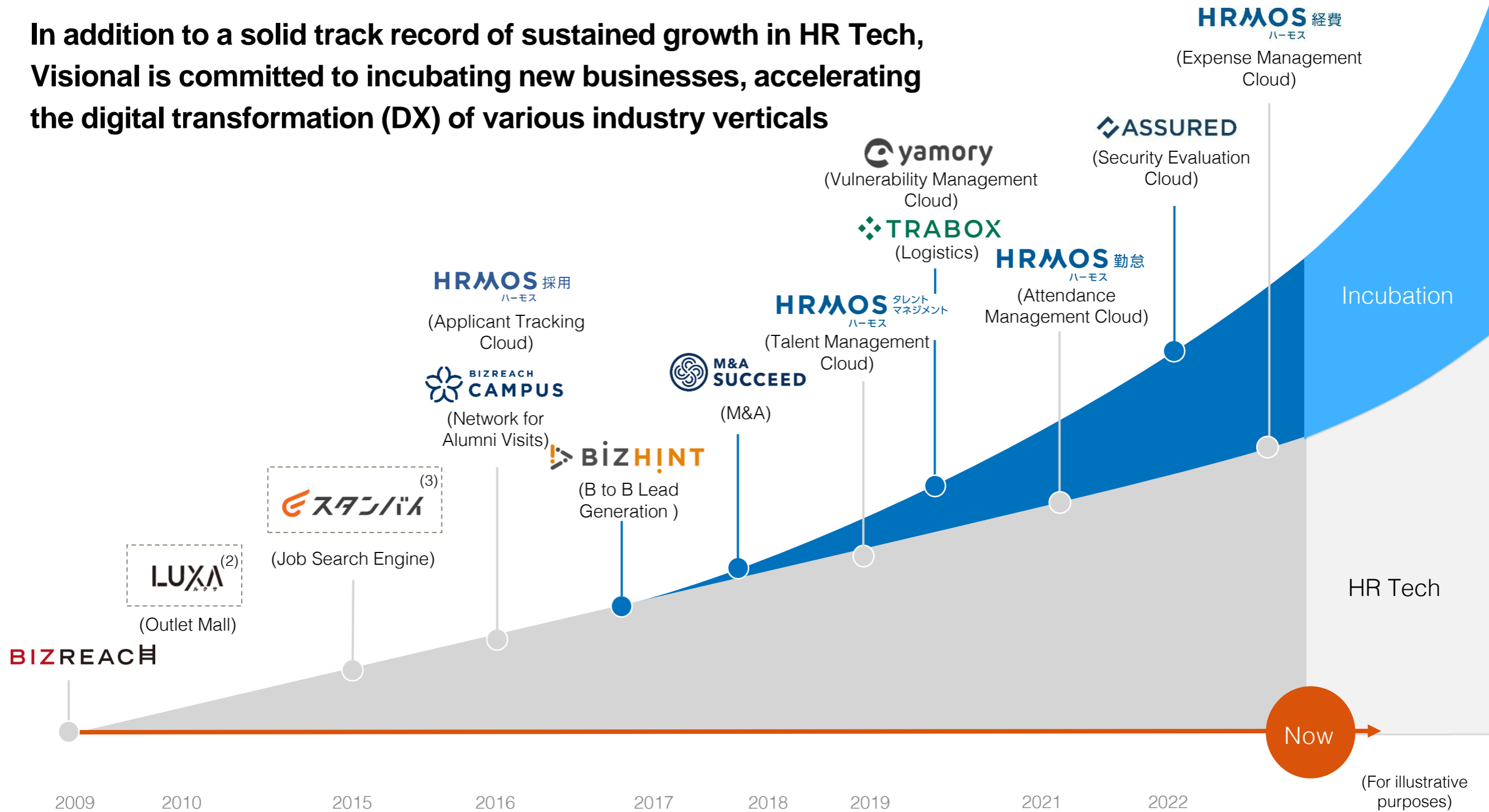
- ✓ Potential for dynamic growth emerging from structural shifts and technological innovation in Japan
- ✓ Obvious need for digital transformation (DX) in the industry
- ✓ Large total addressable market (TAM)
- ✓ Clear trend and benchmark in overseas markets
- ✓ Existence of established competitors with significant profitability



MVP⁽¹⁾ and lean startup organization

- ✓ Start with a small team
- ✓ Incubate businesses for 2-3 years in “Build-Measure-Learn” feedback cycle to check business models and pivot if necessary
- ✓ Invest further when the business model is prepared to scale

In addition to a solid track record of sustained growth in HR Tech, Visional is committed to incubating new businesses, accelerating the digital transformation (DX) of various industry verticals

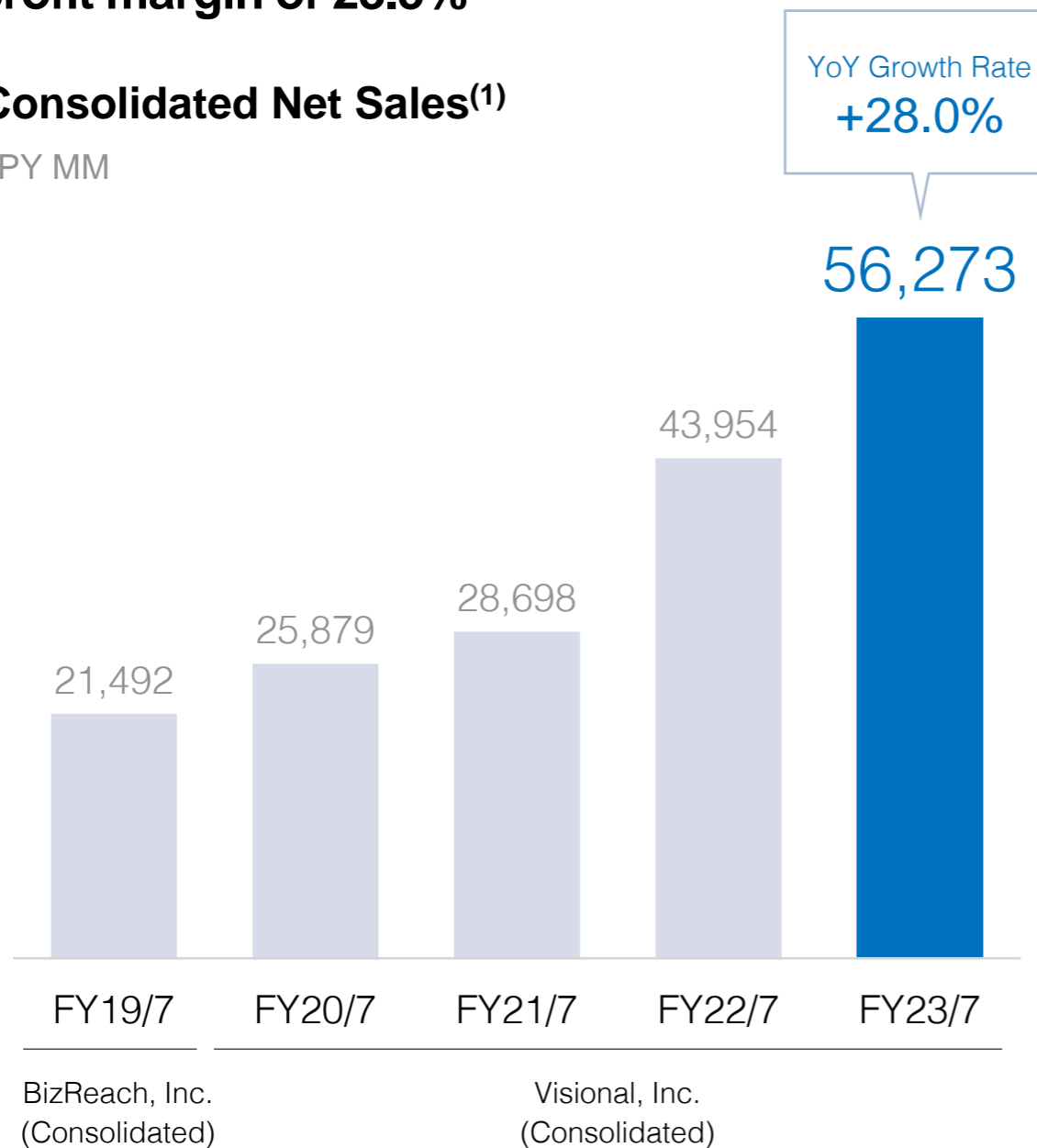


Notes: (1) For illustrative purpose. Dates (year) below the horizontal line represent the timing of launch for each service (2) LUXA was fully incubated inside of BizReach, spun out as a subsidiary and sold entirely to KDDI in April 2015 (3) Stanby was fully incubated inside of BizReach, spun out as a subsidiary and partially (60%) sold to LY Corporation (formerly, Z Holdings) in December 2019. Visional continues to co-manage the joint venture together with LY Corporation as a 40% equity owner

Visional Group’s consolidated net sales for 12 months ended July grew 28.0% YoY. As a result of making selective investments based on priorities, operating profit grew 59.7% YoY, with operating profit margin of 23.5%

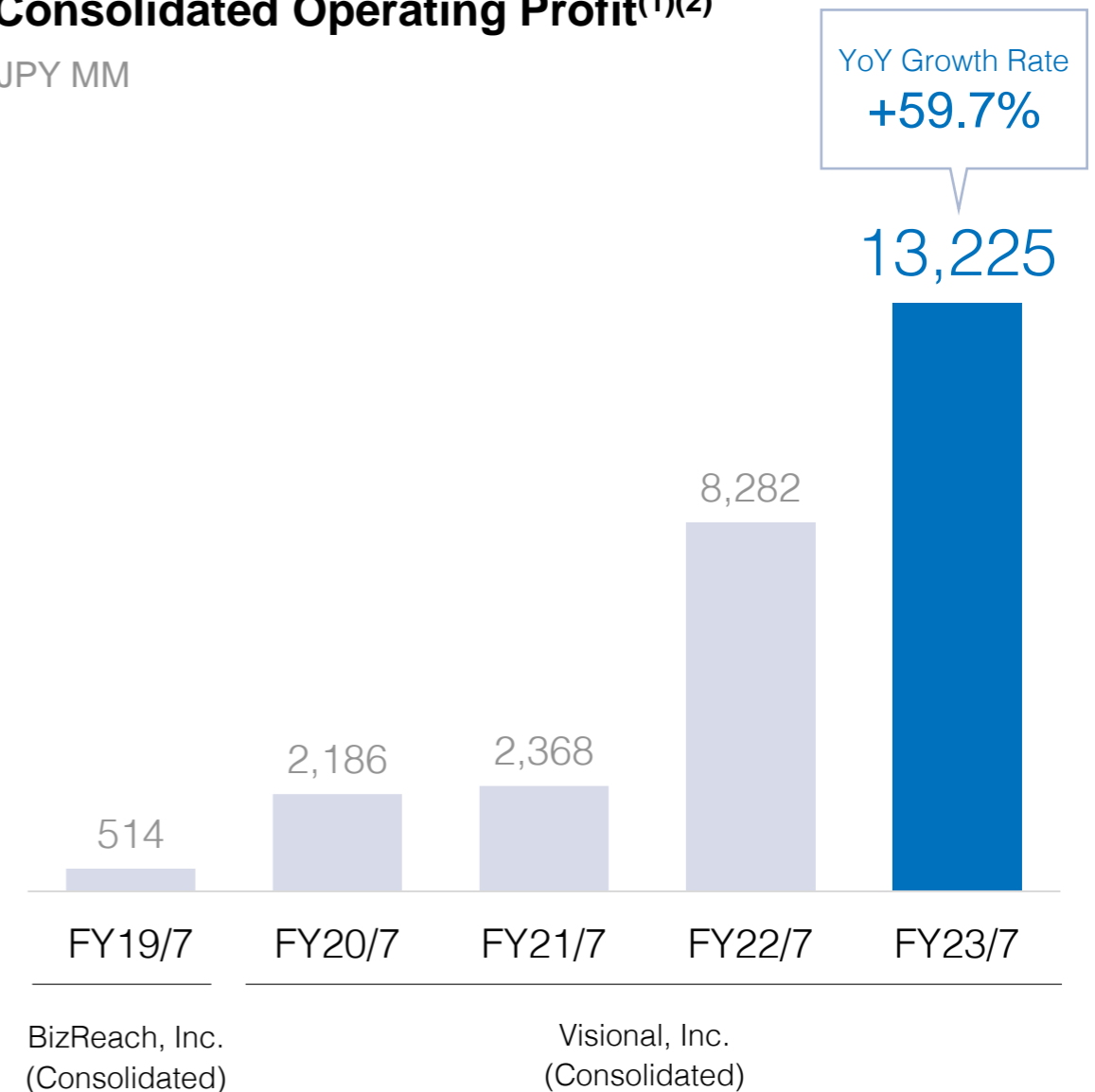
Consolidated Net Sales⁽¹⁾

JPY MM



Consolidated Operating Profit⁽¹⁾⁽²⁾

JPY MM



Notes: (1) Based on FY20/7 financials prepared by Visional, Inc. continued from the financials of BizReach, Inc. Visional, Inc. was established through a share transfer, and BizReach, Inc. became a wholly owned subsidiary of Visional, Inc. in February 2020. Therefore, FY19/7 annual financial results are based on the consolidated financial results of BizReach, Inc. (Prepared in accordance with J-GAAP) (2) As of 1Q of FY23/7, we have confirmed the provisional accounting treatment concerning business combinations. Accordingly, operating profit for FY22/7 is presented at the amounts after reflecting the contents of the confirmation of the provisional accounting treatment

2

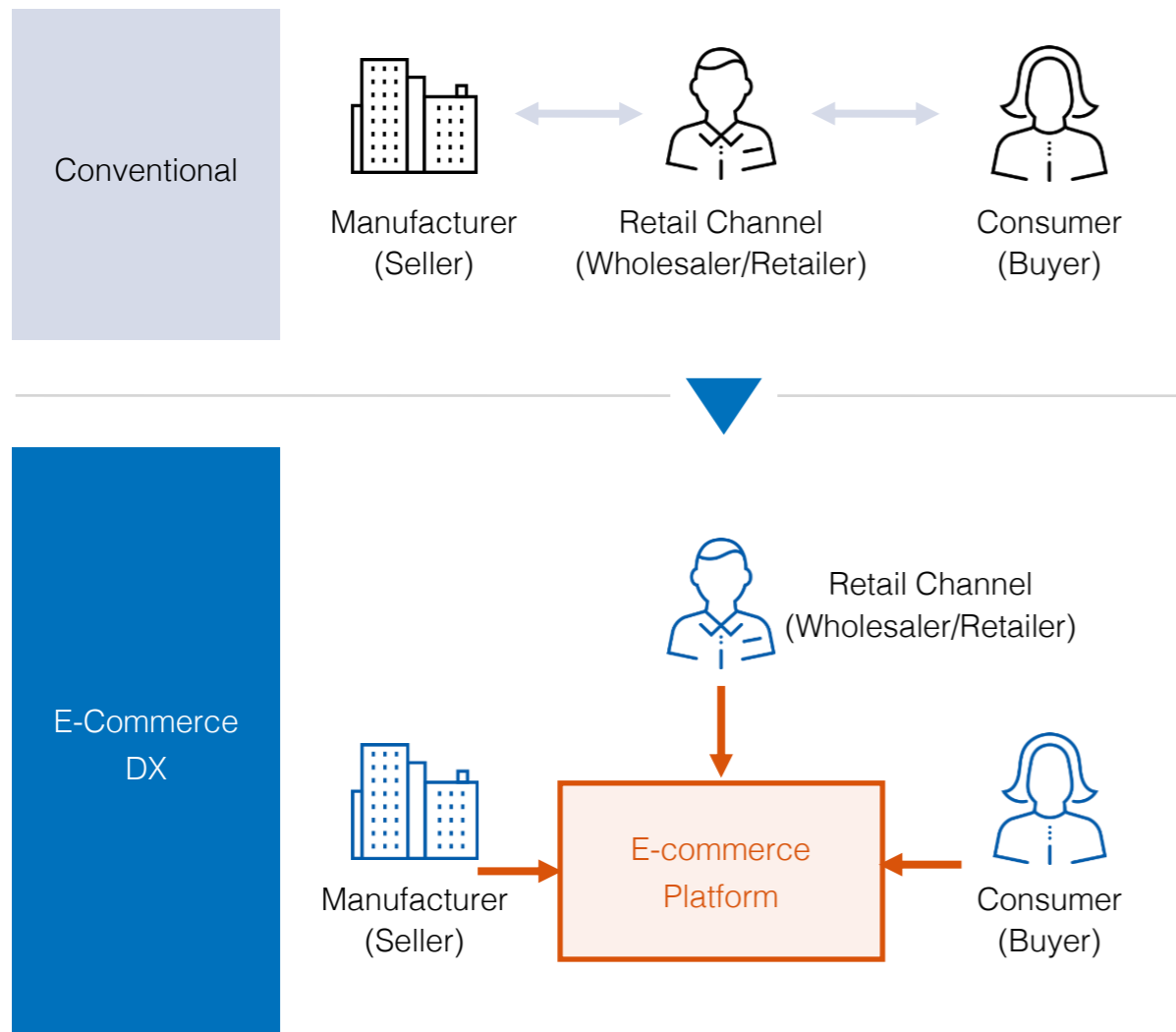
Creation of HCM Ecosystem: Accelerating Japan's Workstyle Reform

2-1

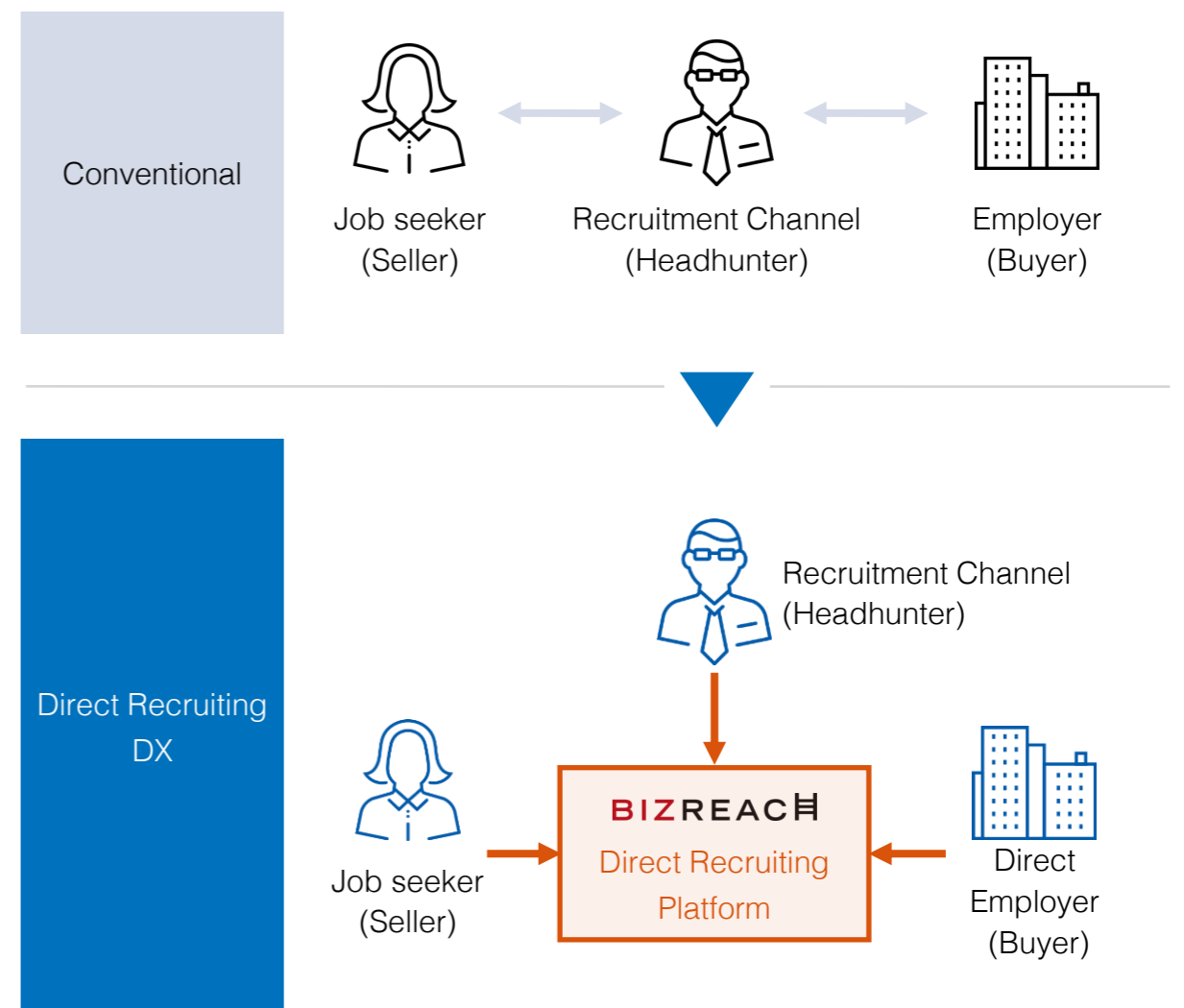
BizReach

Similar to the structural transformation of the retail market caused by e-commerce⁽¹⁾, BizReach pioneered the concept of “Direct Recruiting” by creating an online career networking platform, which raised the transparency and efficiency of the professional recruitment market in Japan

DX of Retail Market

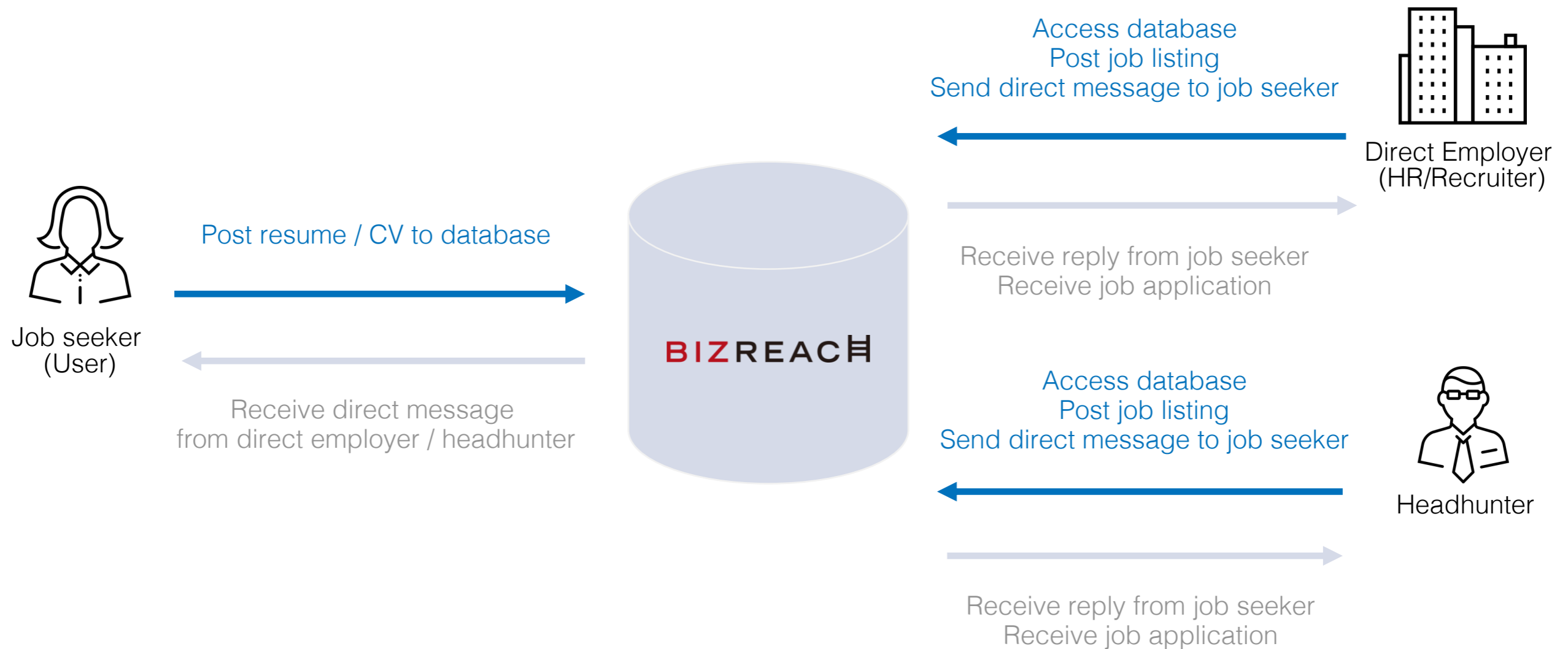


DX of Professional Recruitment Market



Note: (1) Structural changes of the retail market caused by electronic transactions (emergence of e-commerce platforms)

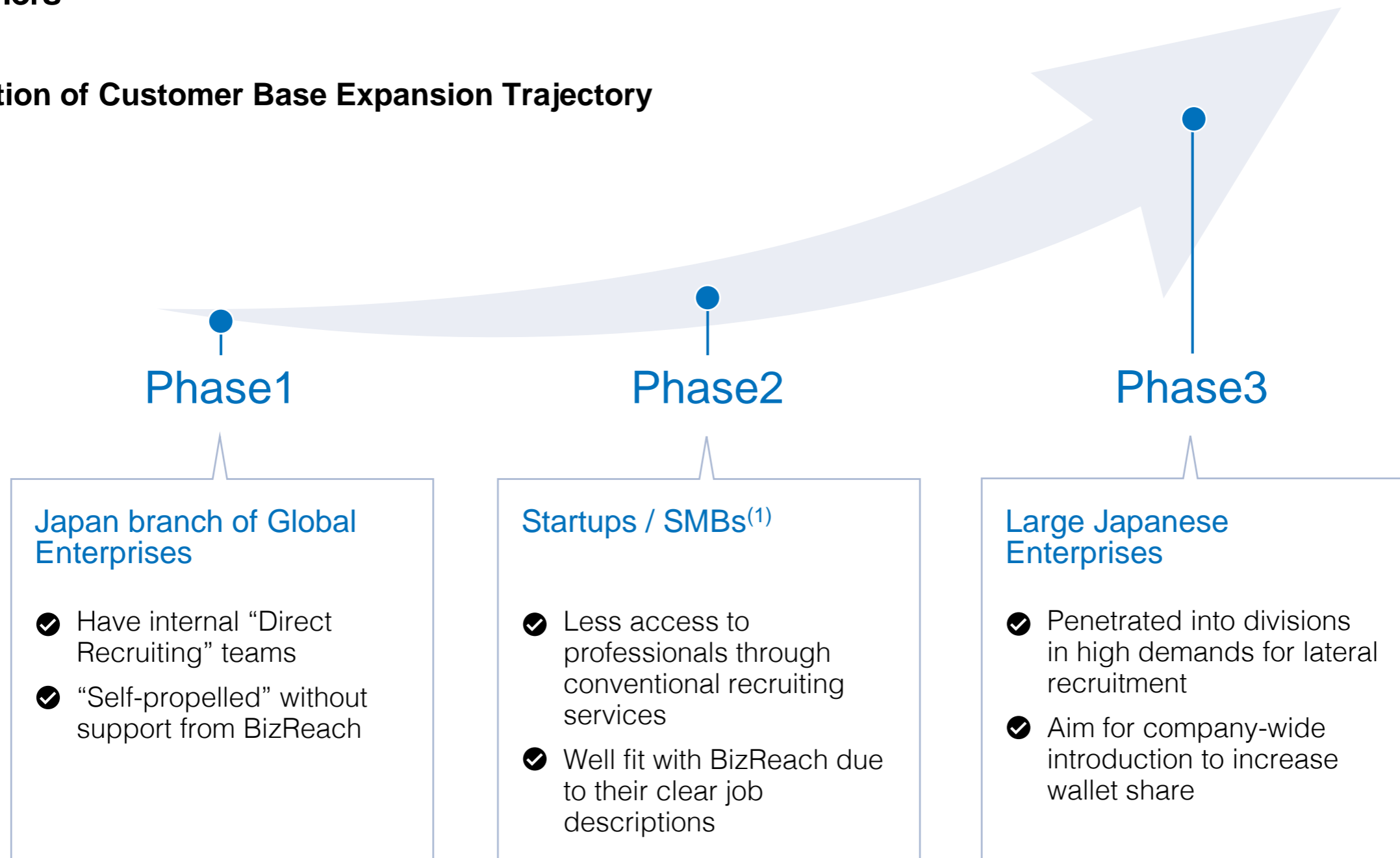
The financially attractive and unique business model targeting for professional job seekers⁽¹⁾ is the foundation behind the scalability of BizReach



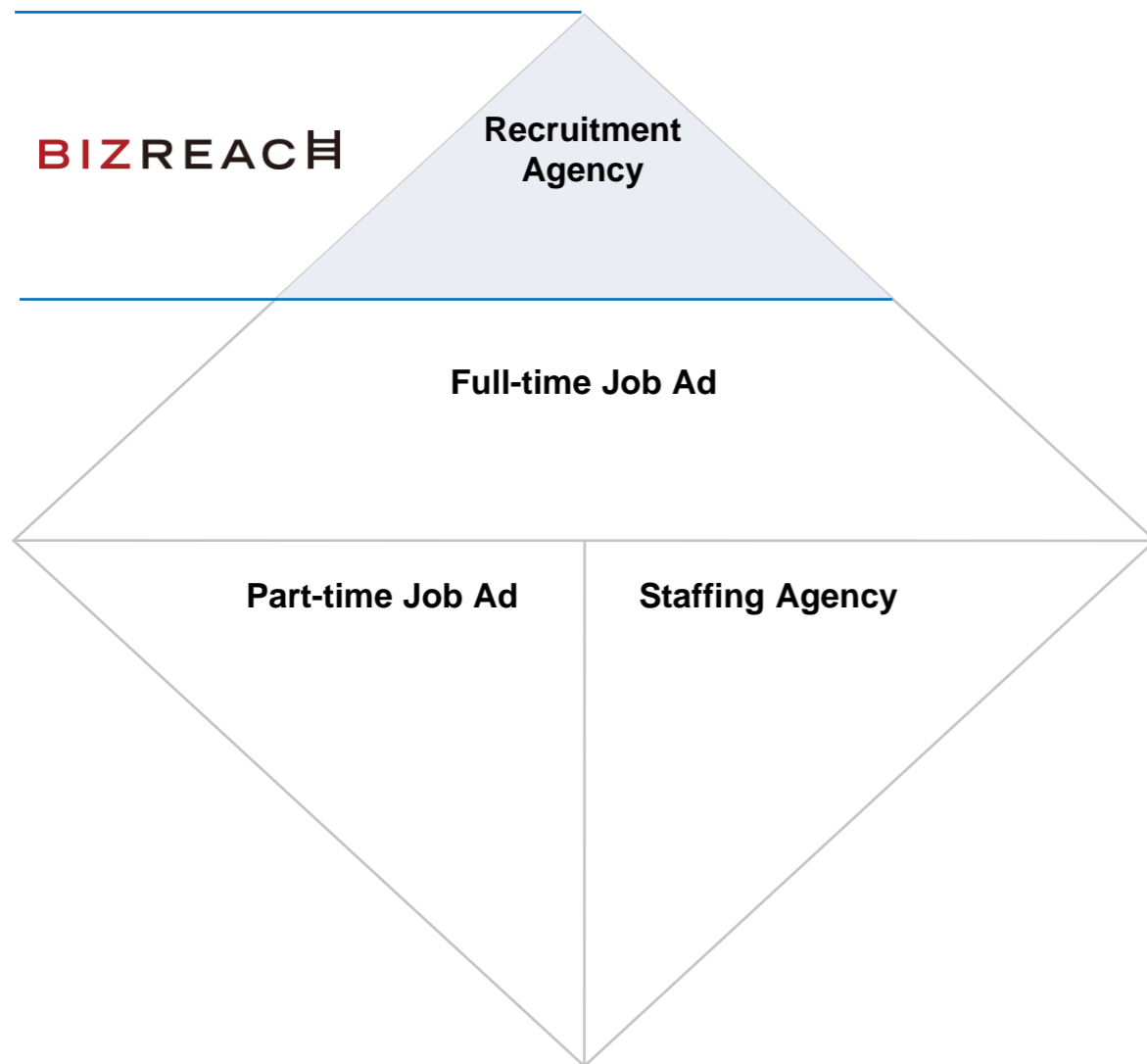
Note: (1) Including executives and mid to senior level employees

Customer base has expanded from Japan branch of global enterprises and startups to large Japanese enterprises, but still massive untapped wallet exists for company-wide introduction and new customers

Illustration of Customer Base Expansion Trajectory



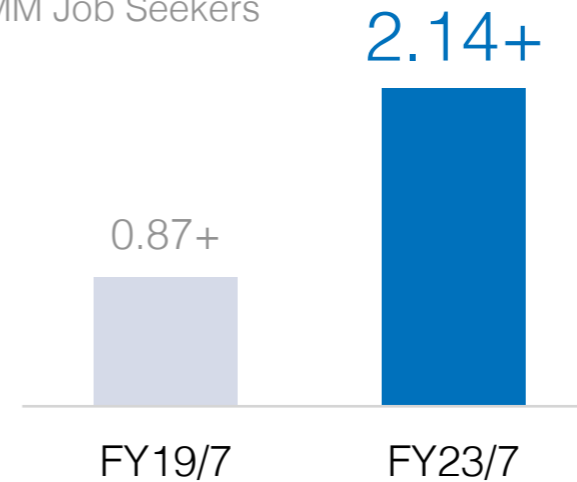
Unique value proposition in professional recruiting as an online career platform working with headhunters



Increase of Job Seekers

of Scoutable Job Seekers⁽¹⁾

MM Job Seekers

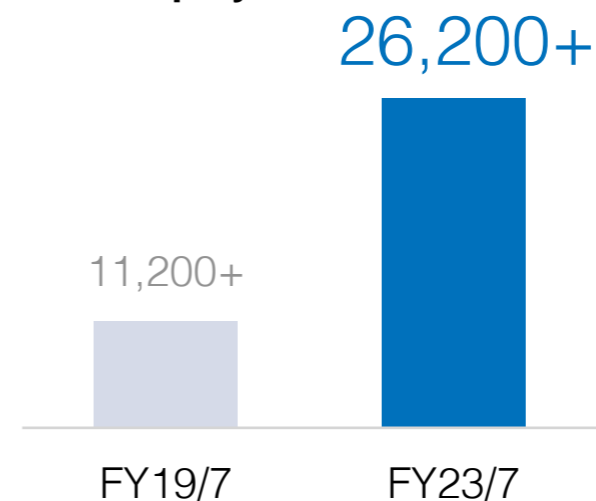


Steady acquisition of scoutable job seekers through effective marketing activities increasing brand recognition



Expansion of “Direct Recruiting”

of Registered Direct Employers⁽²⁾



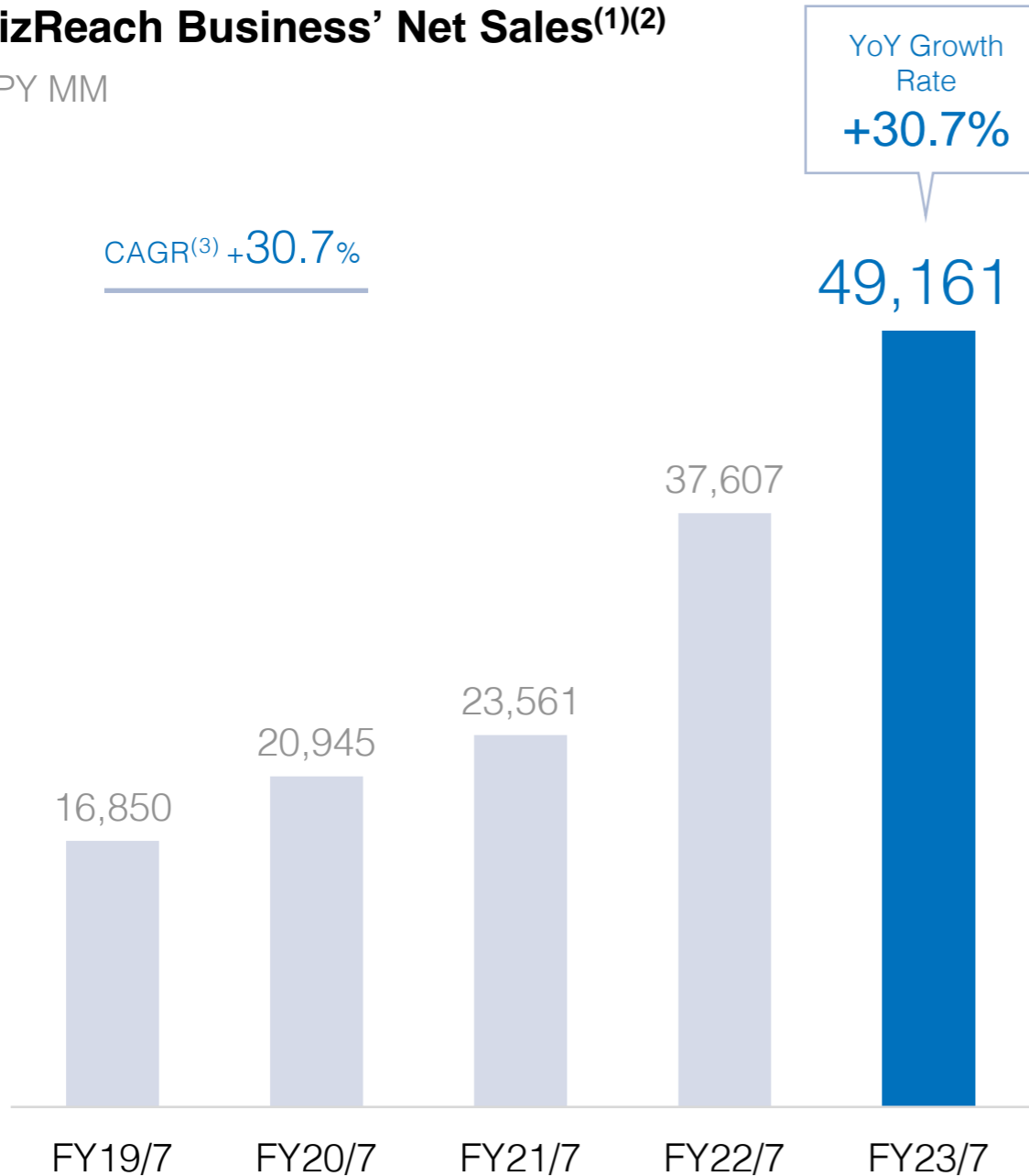
Increased number of direct employers adopting direct recruiting

Notes: (1) # of users who registered on BizReach platform with resume / CV that have passed a general screening process and whose profile is set to be viewable by direct employers and headhunters (2) Direct employers who have subscribed to our BizReach platform (excluding headhunters)

Capturing the momentum created by the rebound of hiring demand from COVID-19, strong growth in net sales achieved whilst realizing a maintained expansion of operating profit

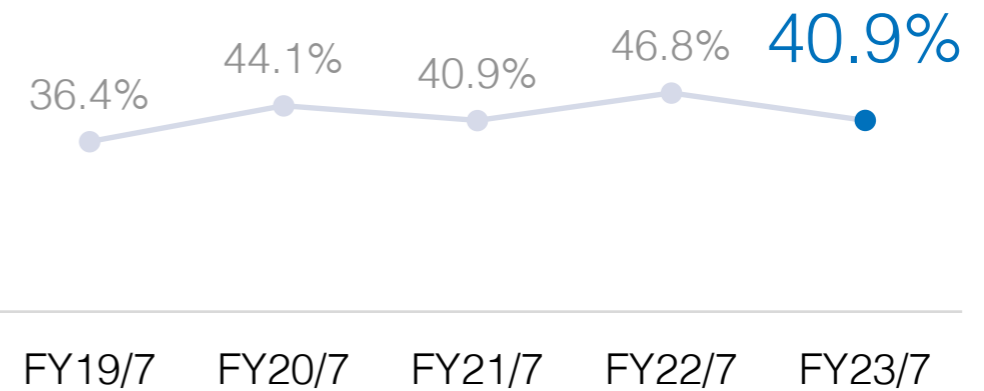
BizReach Business' Net Sales⁽¹⁾⁽²⁾

JPY MM



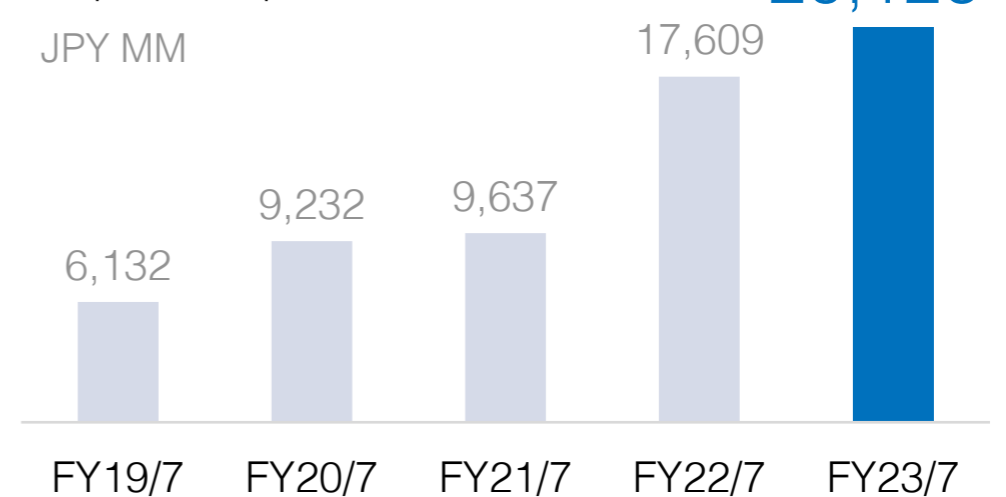
BizReach Business' Adjusted Operating Profit before Corporate Expense Allocation and Margin⁽¹⁾⁽²⁾⁽⁴⁾

Adjusted operating profit margin before corporate expense allocation



Adjusted operating profit before corporate expense allocation

JPY MM

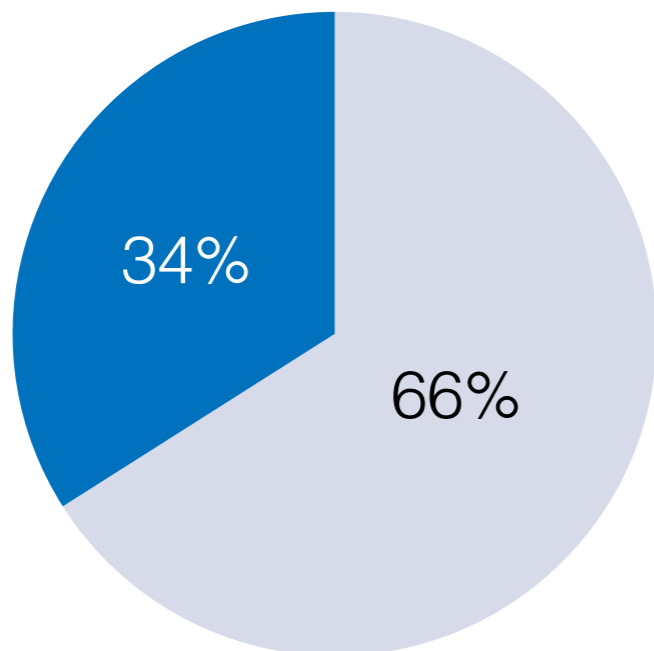


Notes: (1) Financial data of the BizReach Business, the core service of our group (which differs from the financial data of our subsidiary BizReach, Inc.) (2) BizReach business' revenue and adjusted operating profit / profit margin is recorded within the HR Tech reporting segment. Please refer to Appendix for segment data (3) CAGR from FY19 to FY23 (FY ending July) (4) Adjusted operating profit does not include corporate expenses (such as accounting, HR, legal, general affairs, etc.) which are not directly allocated to each business unit. Please refer to reconciliations in the Appendix

Unique mix of recurring revenue⁽¹⁾ and performance revenue⁽²⁾. Increase in the direct employer ratio from 66% in FY2022/7 to 69% in FY2023/7 indicates the expansion of direct recruiting in Japan

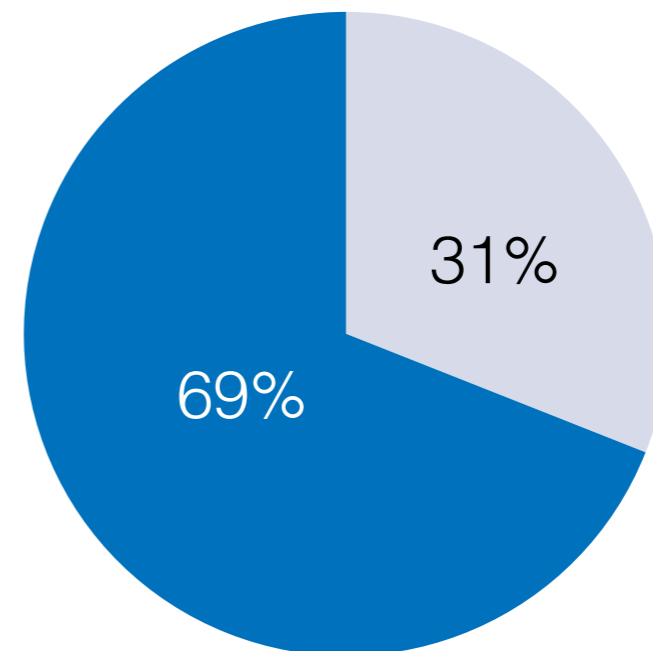
FY23/7 BizReach Business Revenue Breakdown by Fee Type⁽³⁾

- Performance Revenue
- Recurring Revenue



FY23/7 BizReach Business Revenue Breakdown by Direct Employers / Headhunters⁽³⁾⁽⁴⁾

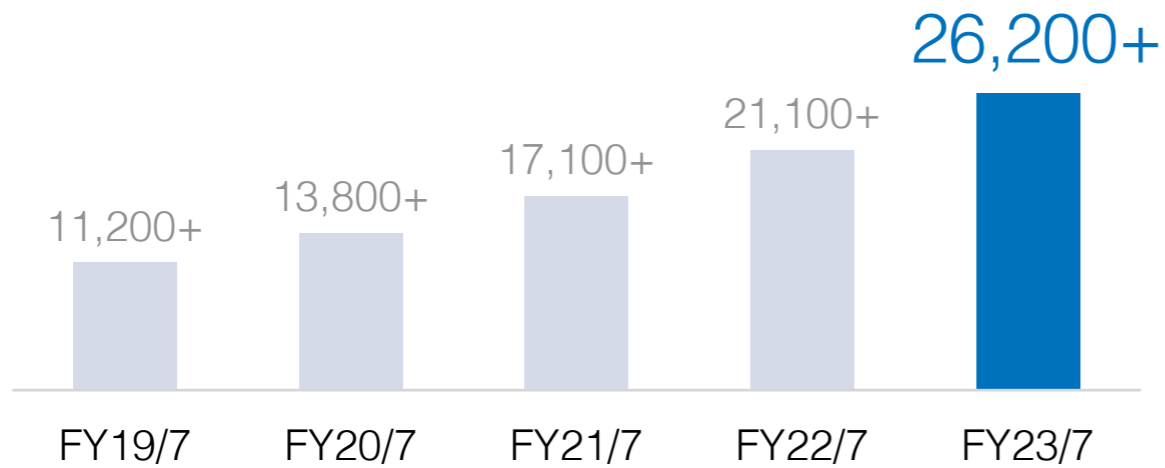
- Headhunters
- Direct Employers



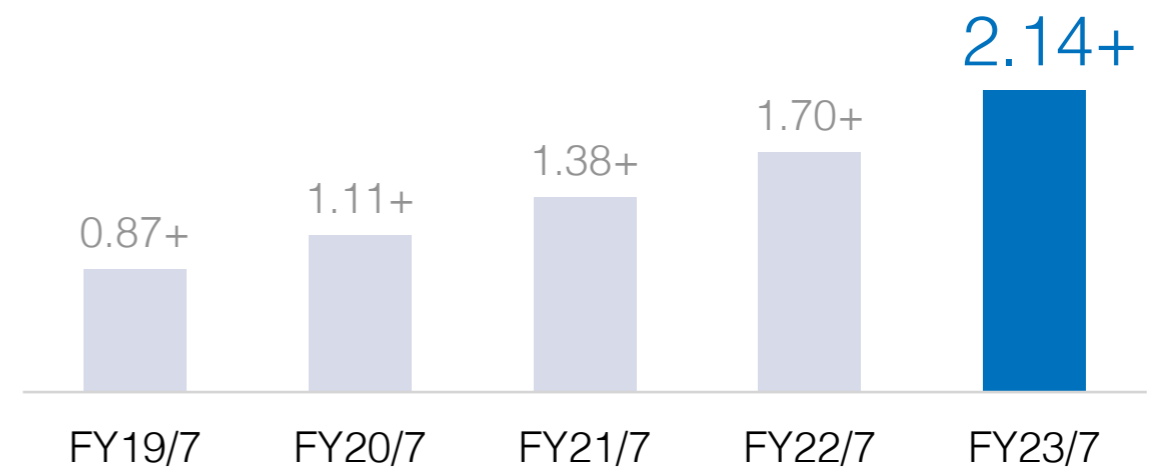
Notes: (1) "Recurring Revenue" consists of subscription fees from direct employers, headhunters accessing our platform and purchasing additional "platinum scout", and job seekers accessing our platform (2) "Performance Revenue" consists of success fees from direct employers and headhunters, which is derived from the successful hiring results of the client (3) Financial data of the BizReach Business, the core service of our group (which differs from the financial data of our subsidiary BizReach, Inc.) (4) Total of recurring revenue and performance revenue

KPIs are growing steadily, building a strong customer base driven by penetration of direct recruiting and increasing job seekers

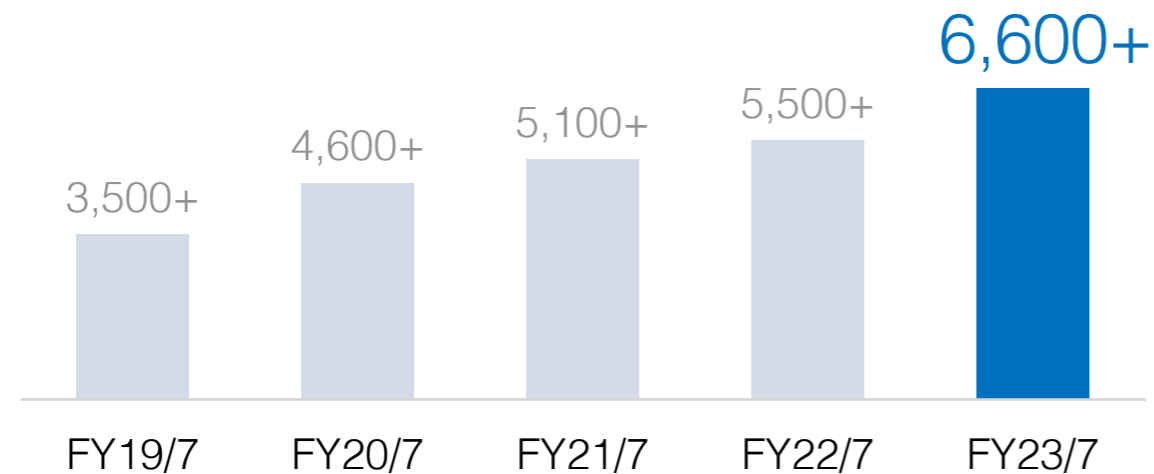
of Registered Direct Employers⁽¹⁾



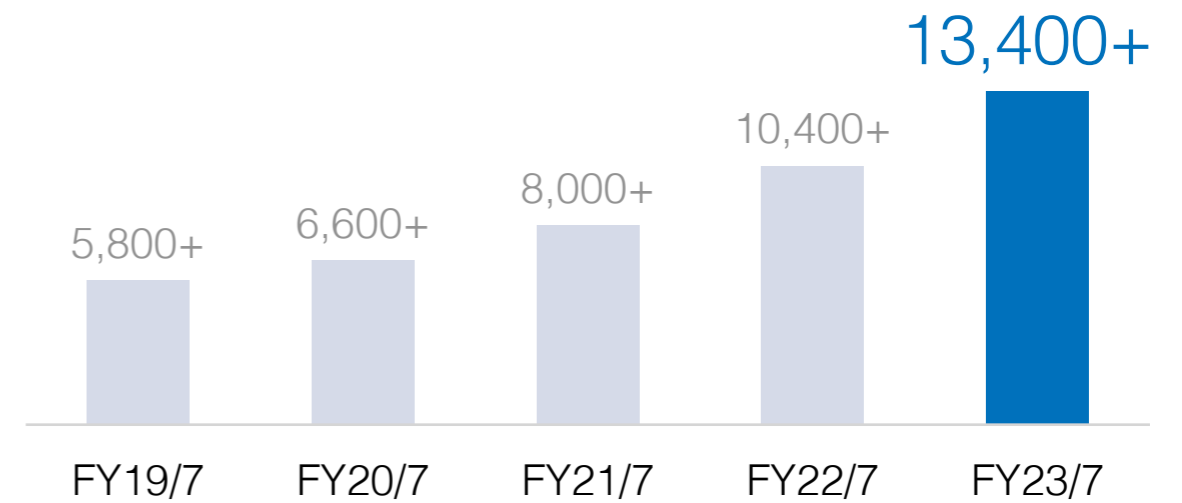
of Scoutable Job Seekers⁽³⁾



of Active Headhunters⁽²⁾



of Active Direct Employers⁽⁴⁾



Notes: (1) Direct employers who have subscribed to our BizReach platform (excluding headhunters) (2) All passed screening by BizReach (3) # of users who registered on BizReach platform with resume / CV that have passed a general screening process and whose profile is set to be viewable by direct employers and headhunters (4) Direct employers who have subscribed to our BizReach platform at any point in time during each fiscal year

40% increase in the number of scout messages received. Our proprietary logic using our accumulated know-how and data enables high quality resume / CV creation



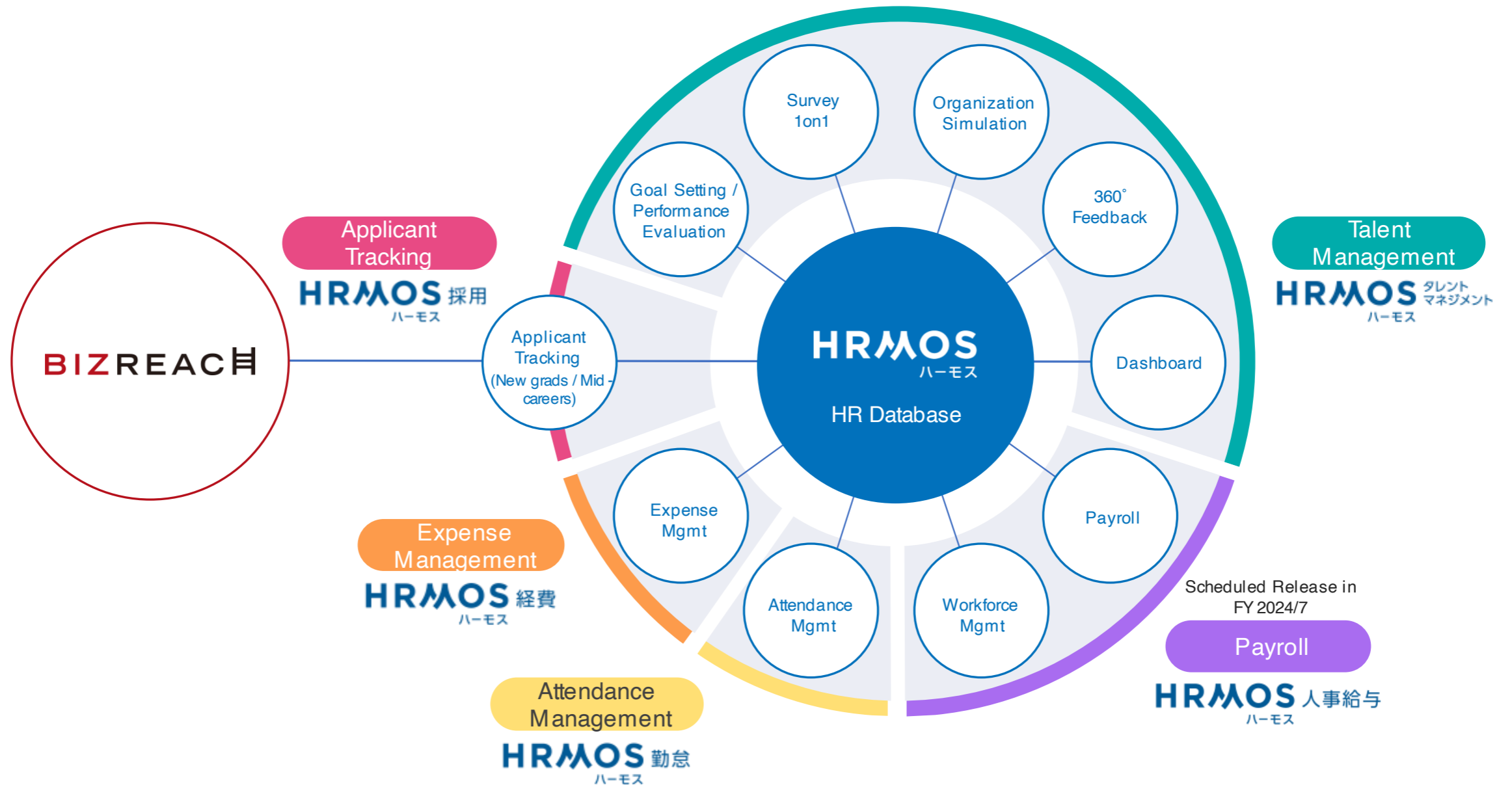
Automatic Resume / CV Creation⁽¹⁾

- Although changing jobs has become more common than before, the “first hurdle” in changing jobs is preparing a resume / CV. Content of the resume / CV is important for high-quality matching between job seekers and direct employers
- Developed a GPT tool to enable professionals to complete a resume / CV easier, with limited workload
- GPT tool, a GPT model provided by OpenAI, gives instructions composed of proprietary logic based on the know-how and data accumulated by BizReach over the years
- Quality of the GPT tool has been verified through a joint research with Professor Fuhito Kojima, Graduate School of Economics, University of Tokyo, and Director of UTMD (The University of Tokyo Market Design Center), a pioneer of Matching Theory, that GPT tool enables creation of quality resumes / CVs, and the number of scout messages received increases

2-2

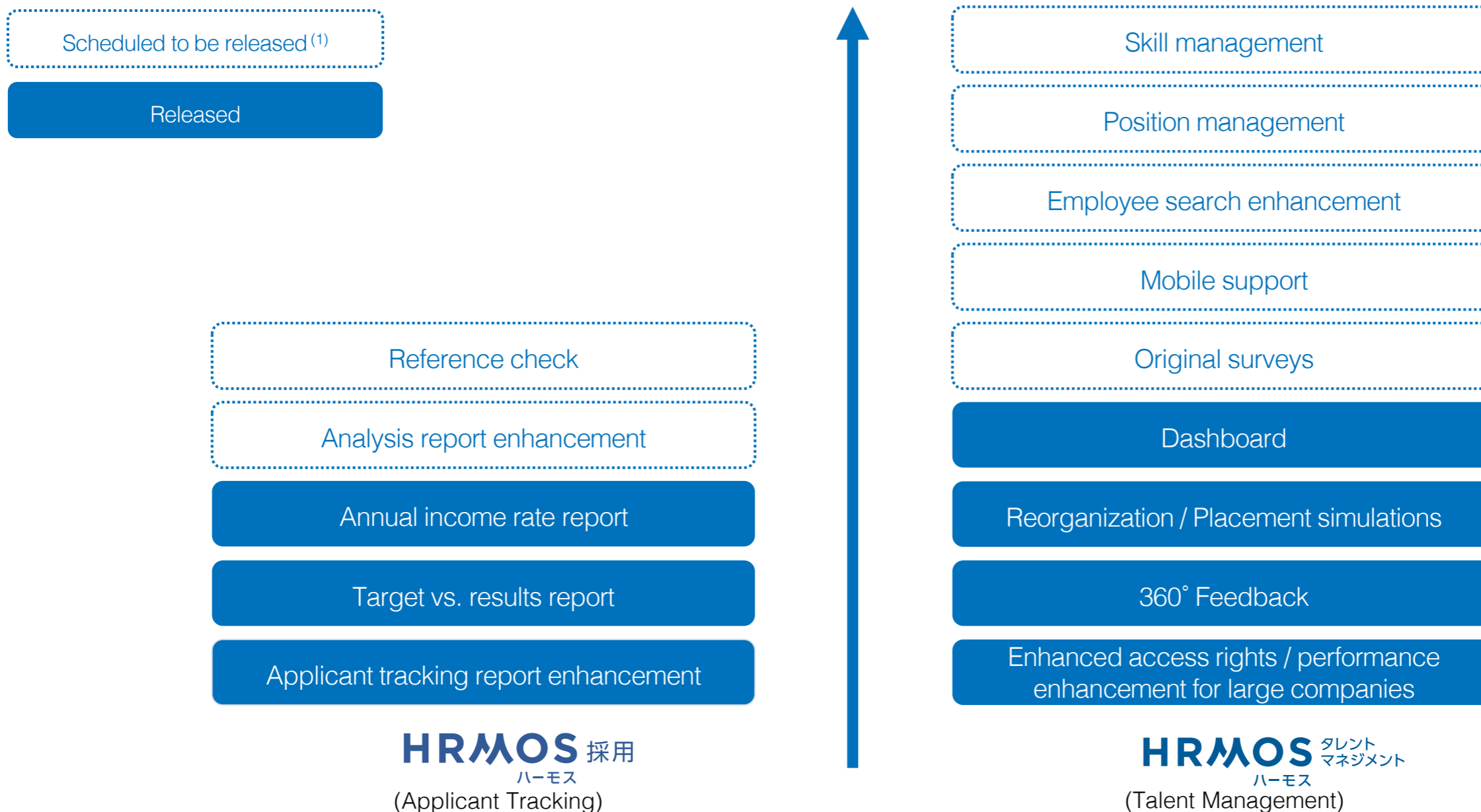
HRMOS

Seamless integration of BizReach and HRMOS to create a unified, data-driven HCM Ecosystem that enables investment and management of human capital to drive business competitiveness



Note: (1) HCM=Human Capital Management

As the war for talent intensifies due to labor shortage, there is a growing need for companies to actively hire professionals, and to create an organization where hired personnel can stay and continue to play an active role. We will continue to develop functions utilizing know-how from BizReach

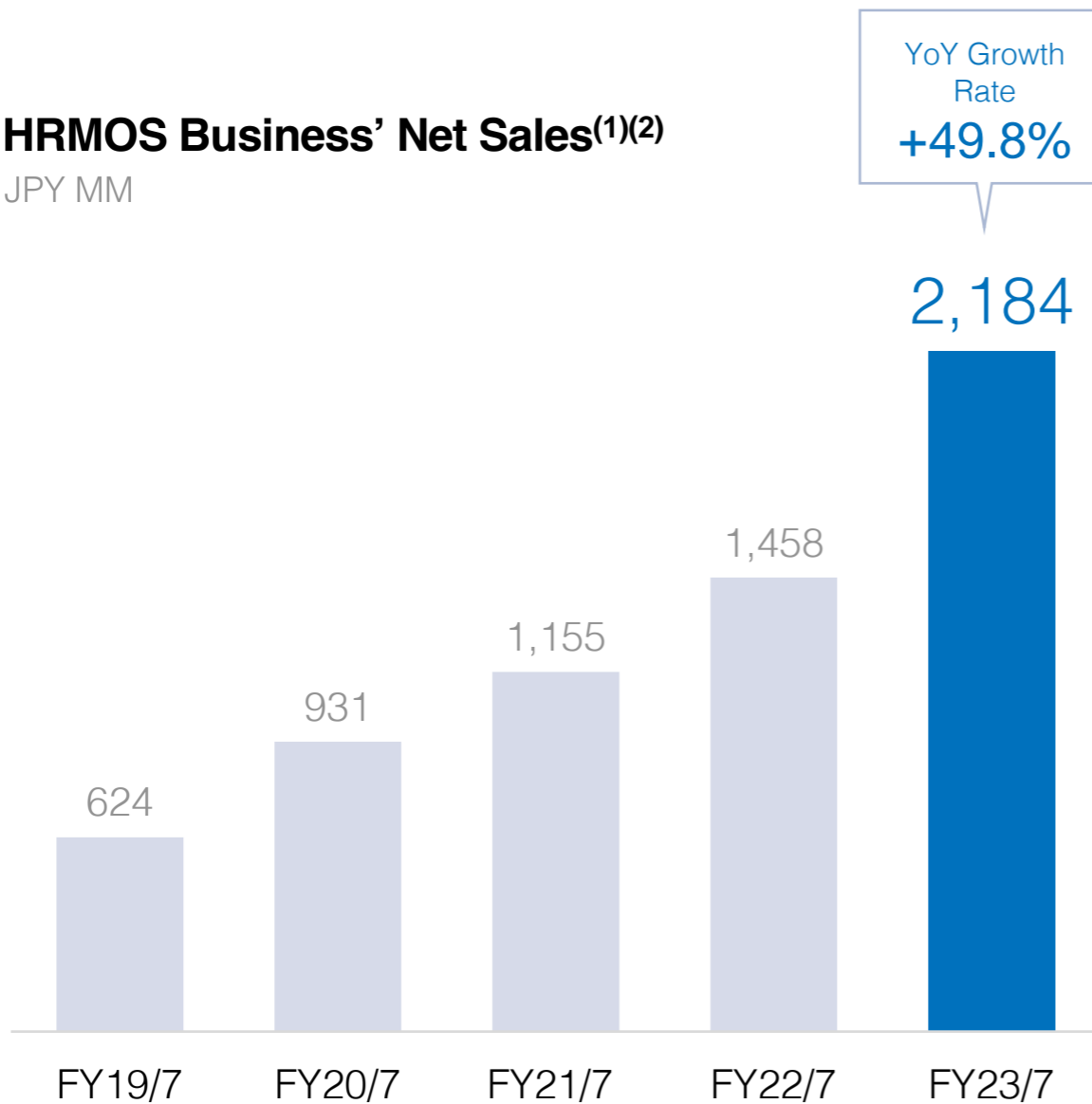


Note: (1) These are plans at this time, and function names and details are subject to change at the time of actual release of the functions

Number of HRMOS customers grew whilst we continue with product development. Net sales for 12 months ended July grew 49.8% YoY. Significant reduction in losses for FY2023/7 YoY through robust cost control whilst continuing to selectively invest in marketing and sales activities

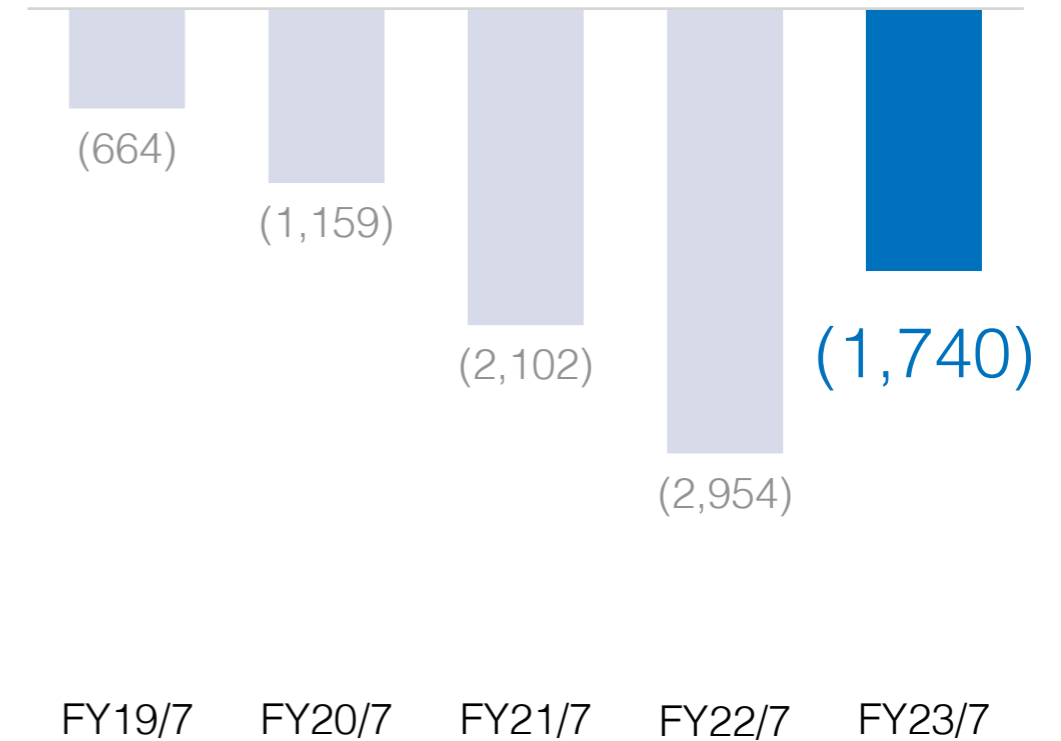
HRMOS Business' Net Sales⁽¹⁾⁽²⁾

JPY MM



HRMOS Business' Adjusted Operating Profit before Corporate Expense Allocation⁽¹⁾⁽²⁾⁽³⁾

JPY MM



Notes: (1) HRMOS business' revenue and adjusted operating profit is recorded within the HR Tech reporting segment (2) We acquired the shares in IEYASU on November 1, 2021 and ezSoft Co., Ltd. on March 1, 2022 and included them in the scope of consolidation. IEYASU is included in the HRMOS figures in the above chart, however, ezSoft is not included in the HRMOS business figures (3) Adjusted operating profit does not include corporate expenses (such as accounting, HR, legal, general affairs, etc.) which are not directly allocated to each business unit

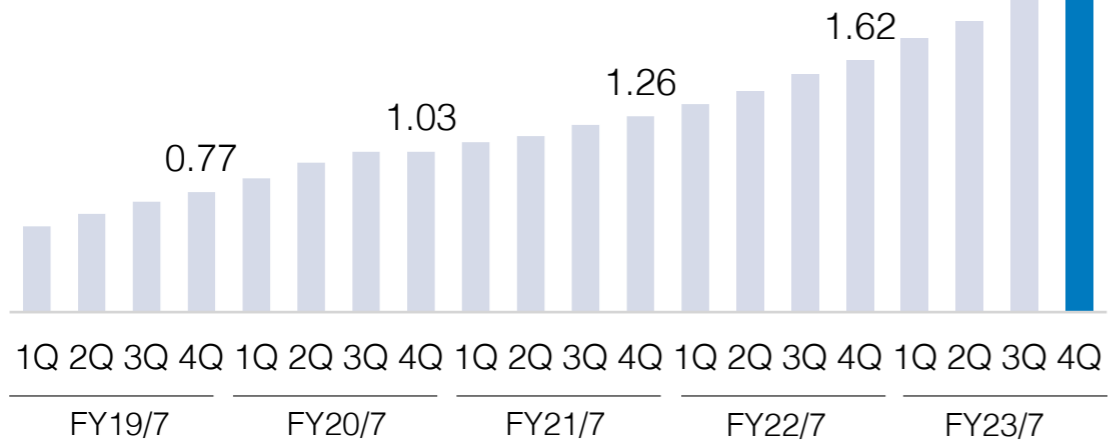
ARR reached JPY 2.13Bn in 4Q (31.5% YoY growth) driven by solid growth of customers. KPIs below represent HRMOS ATS and HRMOS Talent Management total (same as previous disclosure)

ARR⁽¹⁾⁽²⁾

JPY Bn

¥2.13Bn (+31.5% YoY)

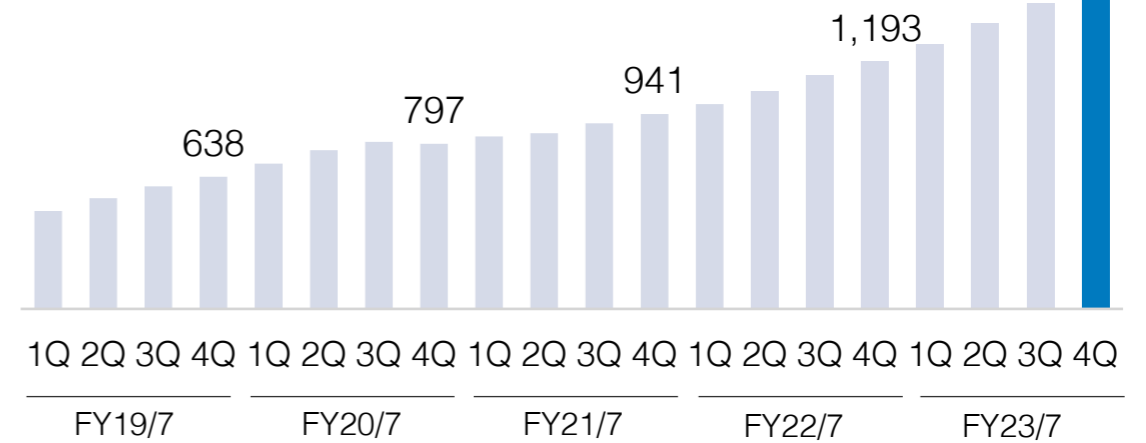
2.13



of Unique Paying Customers⁽⁵⁾⁽⁶⁾

1,546 (+29.6% YoY)

1,546

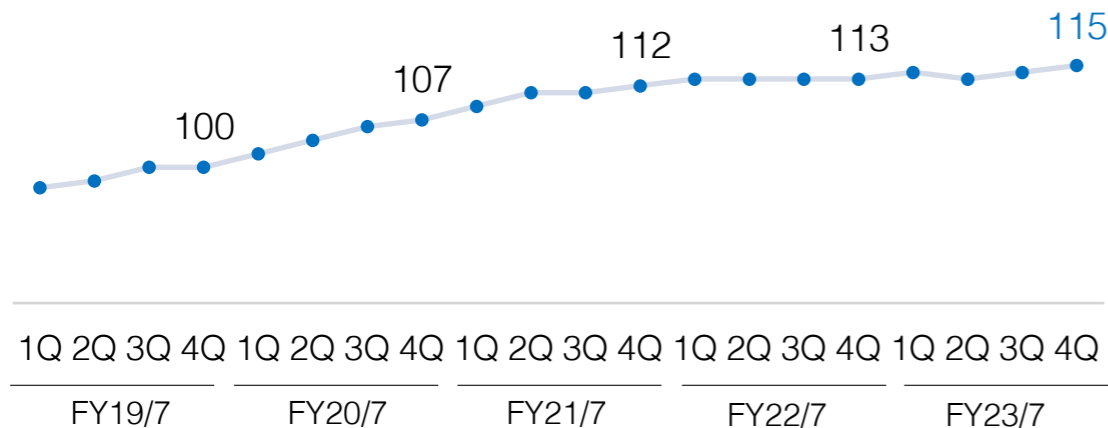


ARPU⁽³⁾⁽⁴⁾

JPY thousands

¥115k (+1.4% YoY)

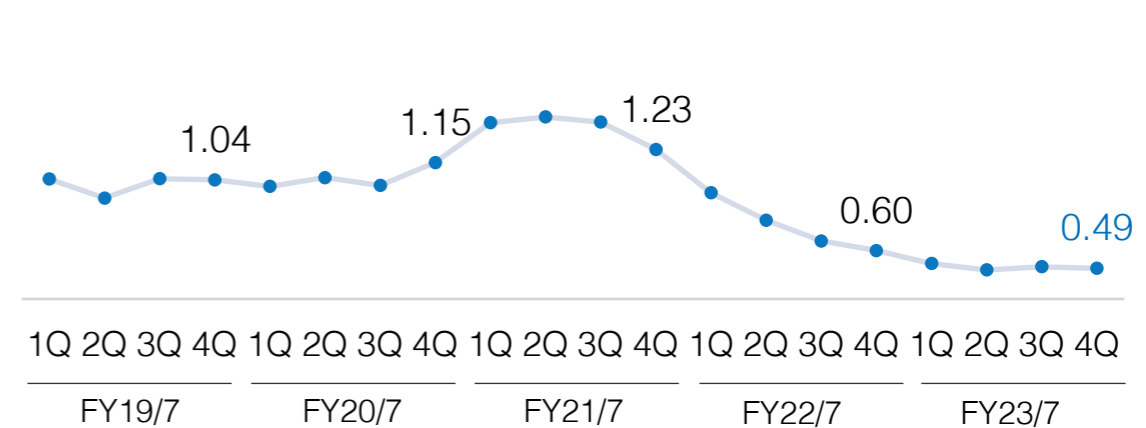
115



Churn Rate⁽⁷⁾⁽⁸⁾

Last 12-month average: **0.49%**

0.49



Notes: (1) HRMOS Annual Recurring Revenue (ARR). HRMOS MRR (Monthly Recurring Revenue) for the last month of a quarter multiplied by 12 (MRR = previous month's monthly recurring revenue + newly acquired monthly recurring revenue + upsell monthly recurring revenue down sell monthly recurring revenue churned monthly recurring revenue. Excludes one-time fees such as initial setup fees) (2) As of the end of July 2023 (3) HRMOS Average Revenue Per User (ARPU). HRMOS MRR for the last month of the relevant quarter divided by the number of unique paying customers as of the end of the same quarter (4) As of the end of July 2023 (5) Unique fee-paying customers as of the final month of the quarter. Customers using multiple HRMOS modules are counted as one customer (6) As of the end of July 2023 (7) Last 12-month average of Monthly Churn Rate based on HRMOS MRR as of the final month of the quarter. Monthly Churn Rate = churned monthly HRMOS MRR divided by HRMOS MRR at the end of previous month (8) As of July 2023

3

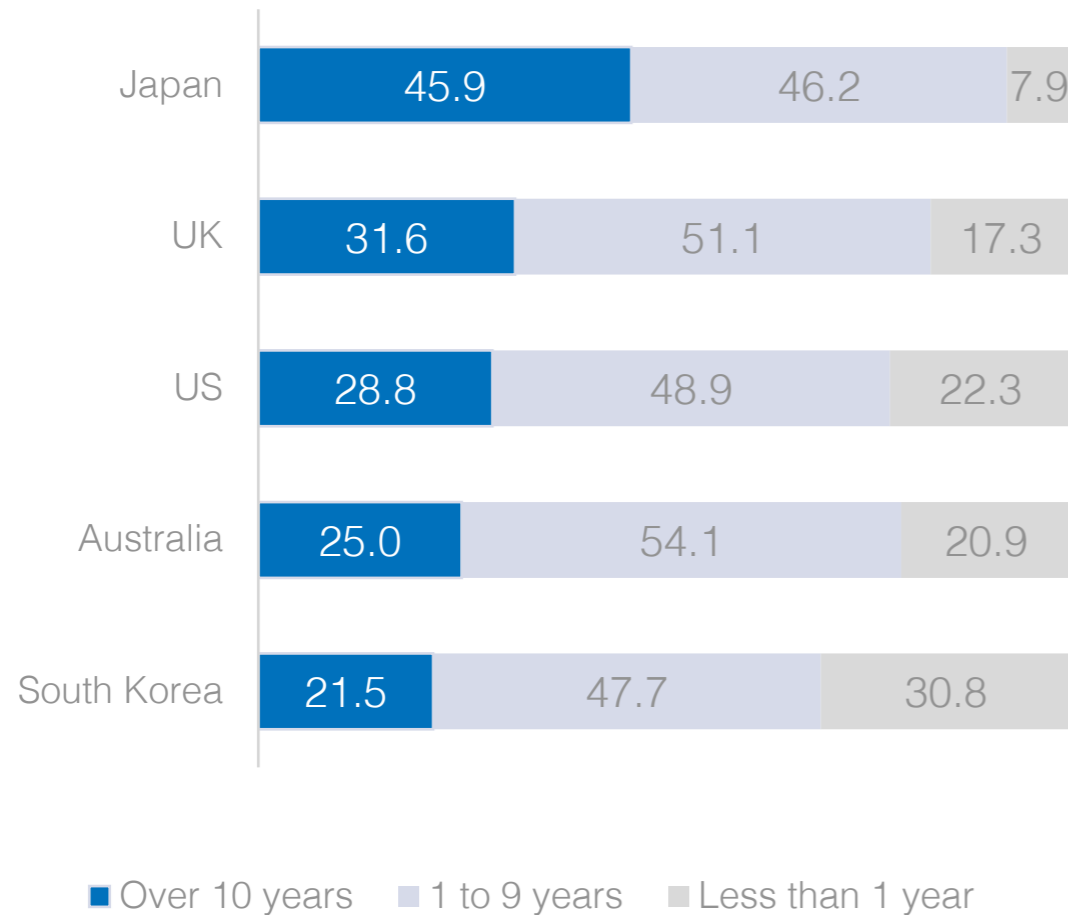
Investments for Long Term Growth

Japan has a high portion of employees with long tenure.

Liquidity in the labor market is required to shift labor force to segments of higher labor demand

Global Comparison of Employment Ratio By length of Service⁽¹⁾

%



Why Increased Labor Liquidity is Required

- ✔ Mid-career hiring required to address decreasing work force caused by shrinking working-age population and the number of new graduates entering the workforce in the long term
- ✔ Professionals required to address changes in the business environment and business models, and to build a diverse and inclusive organization
- ✔ Miss match of supply and demand in labor force as industry structures change. Shifting labor force to segments of higher labor demand required
- ✔ Labor productivity drives wage increase

Note: (1) From the Ministry of Health, Labour and Welfare "Analysis of the Labor Economy, 2022 Edition – Issues in Promoting Labor Mobility through Support for Workers' Independent Career Development" in September 2022

Japanese recruitment market is undergoing a structural stage of expansion due to the ongoing changes in workstyle, which will increase liquidity in the Japanese labor market going forward

Significant Room for Job Mobility in Japan

2022



Acceleration of Workstyle Shifts in Japan

- ✔ Conventional workstyle no longer sustainable due to a mismatch of corporation and worker life spans
- ✔ Performance-based workstyle with clear job descriptions accelerates the job change movement
- ✔ “Direct Recruiting” becomes essential for employers as the war for talent accelerates
- ✔ The shift to remote work caused by COVID-19 is expected to further drive this movement

Notes: (1) Source: “Labor Force Survey” by Statistics Bureau, Ministry of Internal Affairs and Communications from CY2022. Figures are calculated as taking twelve months average of the monthly research on the number of employed workers, as of the end of each month (2) Source: “Labor Force Survey” by Statistics Bureau, Ministry of Internal Affairs and Communications from CY2022. Figures are calculated as taking twelve months average of the monthly research on the number of full-time employees, as of the end of each month (3) Source: “Labor Force Survey” by Statistics Bureau, Ministry of Internal Affairs and Communications from CY2022. Figures are calculated as taking twelve months average of the monthly research on the number of full-time employees, who changed jobs to full-time jobs within a year, as of the end of each month

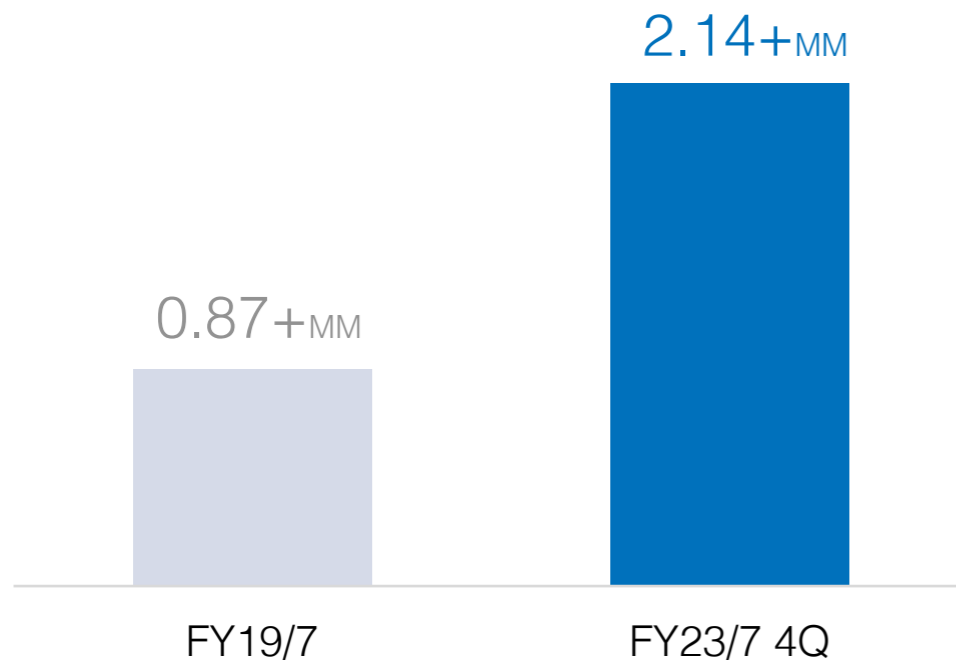
While penetrating further into the professionals' population, accelerate new client acquisitions and increase wallet share of existing clients to drive further top-line growth

Growing # of "Scoutable" Job Seekers on BizReach with Huge Upside Potential

of "Scoutable" Job Seekers on BizReach⁽¹⁾

of wage earners in Japan in 2021⁽²⁾

2.58MM	Annual income ¥10 MM+
11.06MM	Annual income ¥6 MM+



Potential Market Penetration of Direct Employers

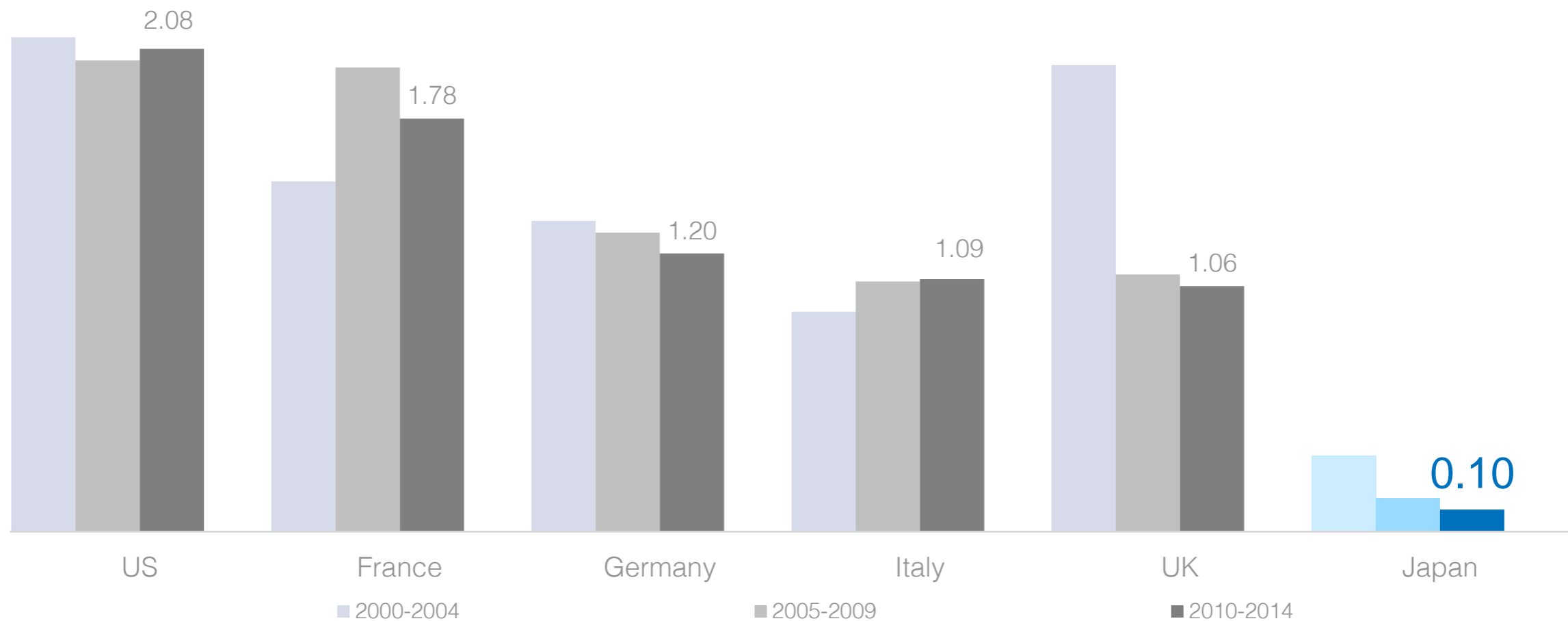


Notes: (1) # of users who registered on BizReach platform with resume / CV that have passed a general screening process and whose profile is set to be viewable by direct employers and headhunters (2) Based on "2021 Statistical Survey of Actual Statistics for Salary in the Private Sector" by Japanese National Tax Agency (<https://www.nta.go.jp/publication/statistics/kokuzeicho/minkan2021/pdf/002.pdf>) (3) Direct employers who have subscribed to our BizReach platform at any point in time within FY23/7 (4) As of the end of March 2023. Based on "Notification and Certification Status of General Employers Action Plan Formulation Notification by Prefecture (As of the end of March 2022)" by Ministry of Health, Labor and Welfare (https://www.mhlw.go.jp/general/seido/koyou/jisedai/dl/jyoukyou_r05_03.pdf)

Compared to other countries, Japanese companies have not invested in people

International Comparison of Corporate Investments in HR (excluding OJT) (% of GDP)⁽¹⁾

Unit: %

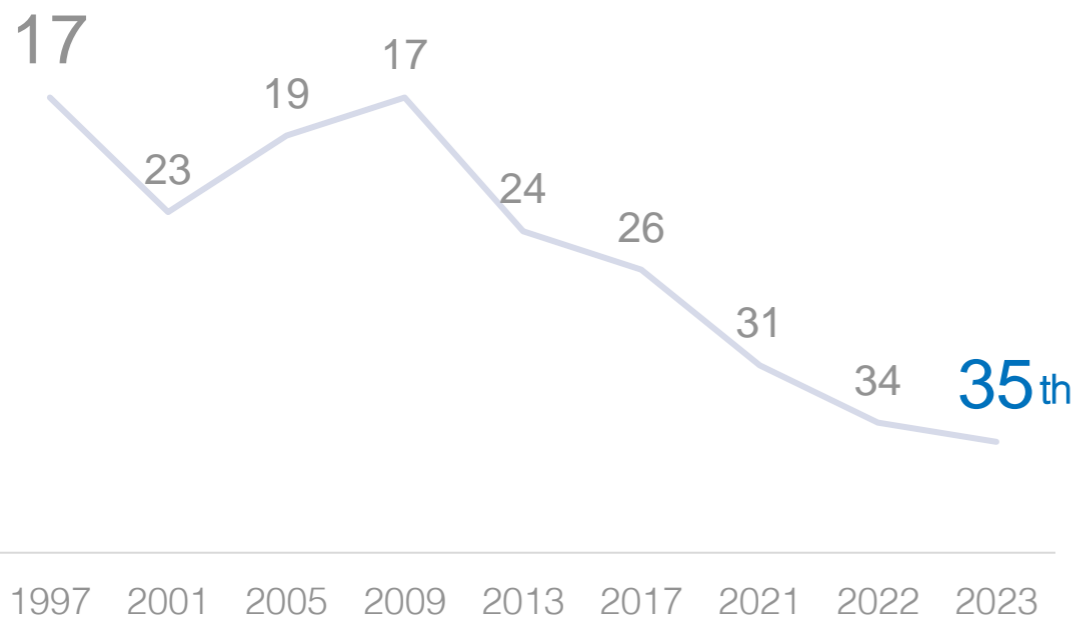


Note: (1) Based on the Ministry of Economy, Trade and Industry "METI Future Human Resource Vision" in May 2022 (<https://www.meti.go.jp/press/2022/05/20220531001/20220531001-1.pdf>)

Also as seen in the world competitiveness rankings, Japan's position is on a decreasing trend

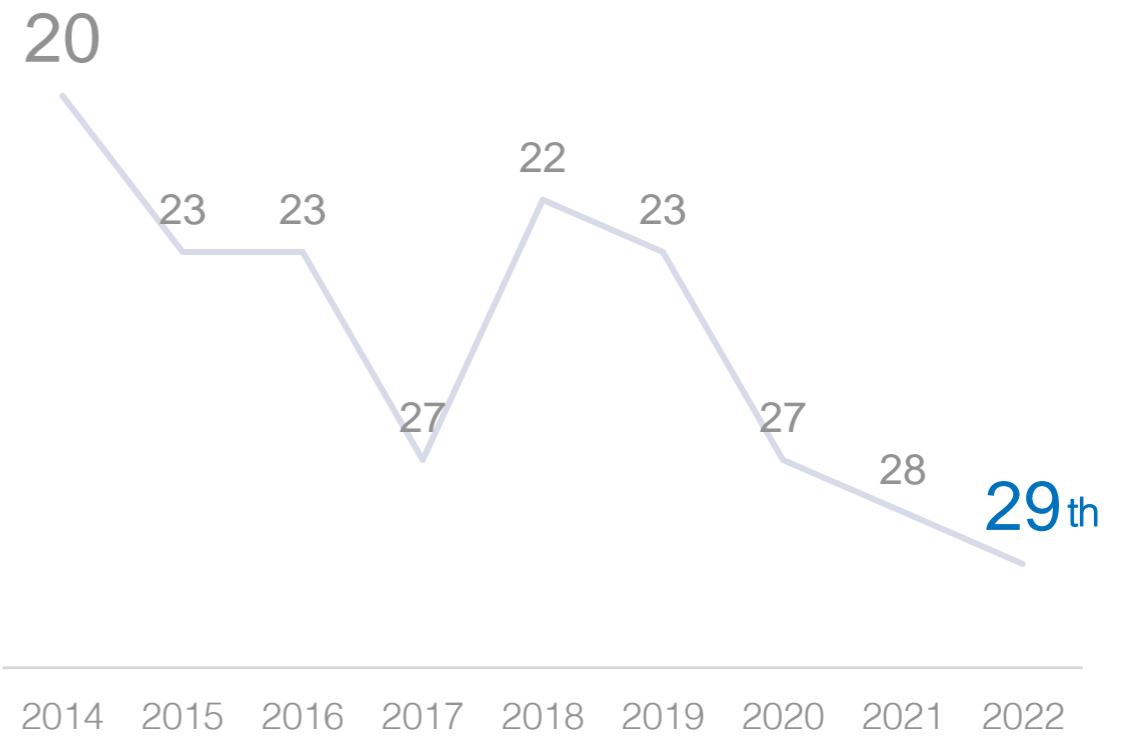
Japan's International Competitiveness Ranking⁽¹⁾

Rank



Japan's Digital Competitiveness Ranking⁽²⁾

Rank

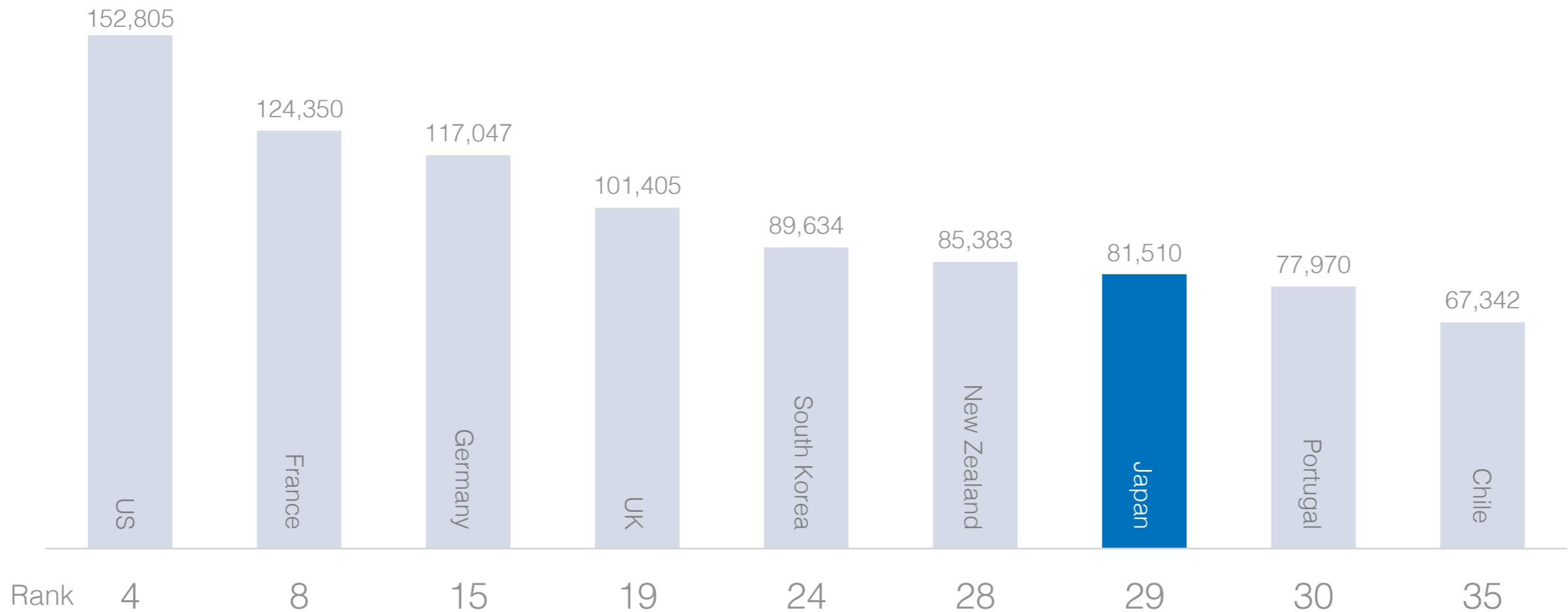


Notes: (1) Based on "IMD World Competitiveness Ranking" by The IMD World Competitiveness Center (<https://www.imd.org/centers/world-competitiveness-center/>) (2) Based on "IMD World Digital Competitiveness Ranking" by The IMD World Competitiveness Center (<https://www.imd.org/centers/world-competitiveness-center/>)

Priority investments mentioned in the “New Form of Capitalism” include investments in people, acceleration of DX for SMEs, strengthening cyber security, etc. Increasing labor productivity and digital competitiveness to solve social issues and achieve market growth in Japan is key

Labor Productivity of OECD Member Countries⁽¹⁾

Year 2021, per employed worker, comparison among 38 countries
Unit: US dollar at purchasing power parity

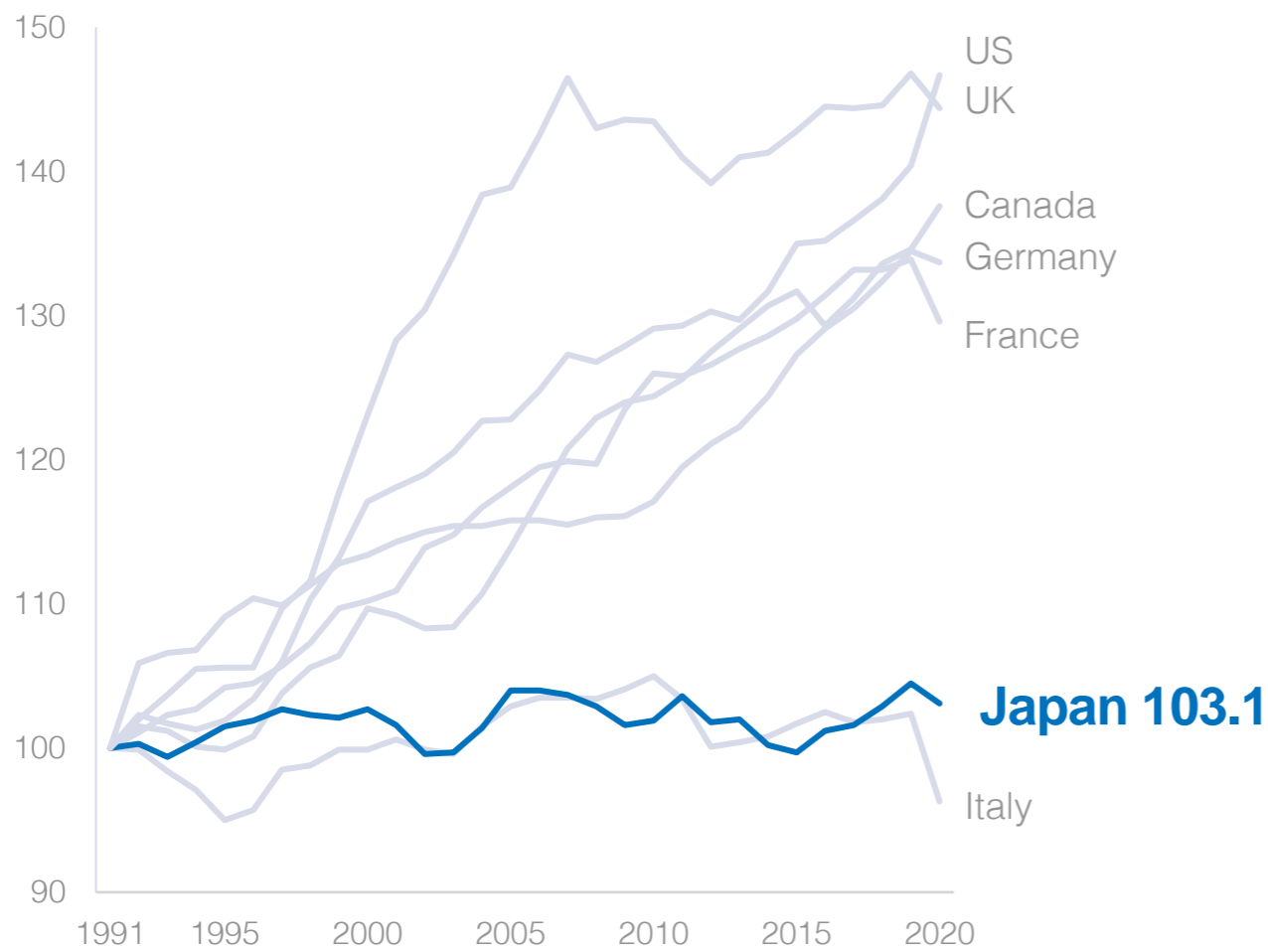


Note: (1) Based on Japan Productivity Center “International Comparison of Labor Productivity 2022” (<https://www.jpc-net.jp/research/list/comparison.html>)

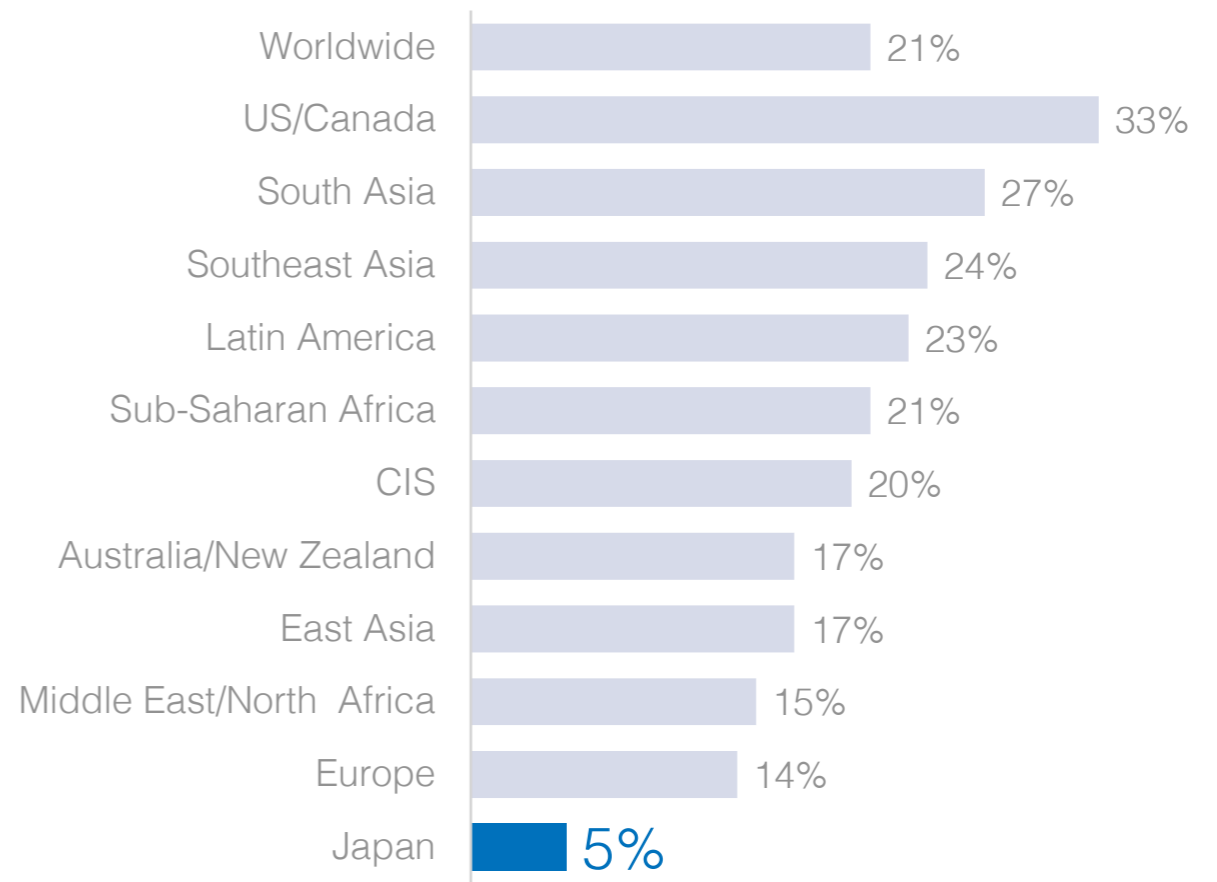
Real wages in Japan have not increased for almost 20 years, but a movement has begun to improve productivity. Positive trends observed in higher wages and focus on human capital management to improve employee engagement

Trend in Real Wages in G7 Countries⁽¹⁾

(Benchmark year 1991=100)

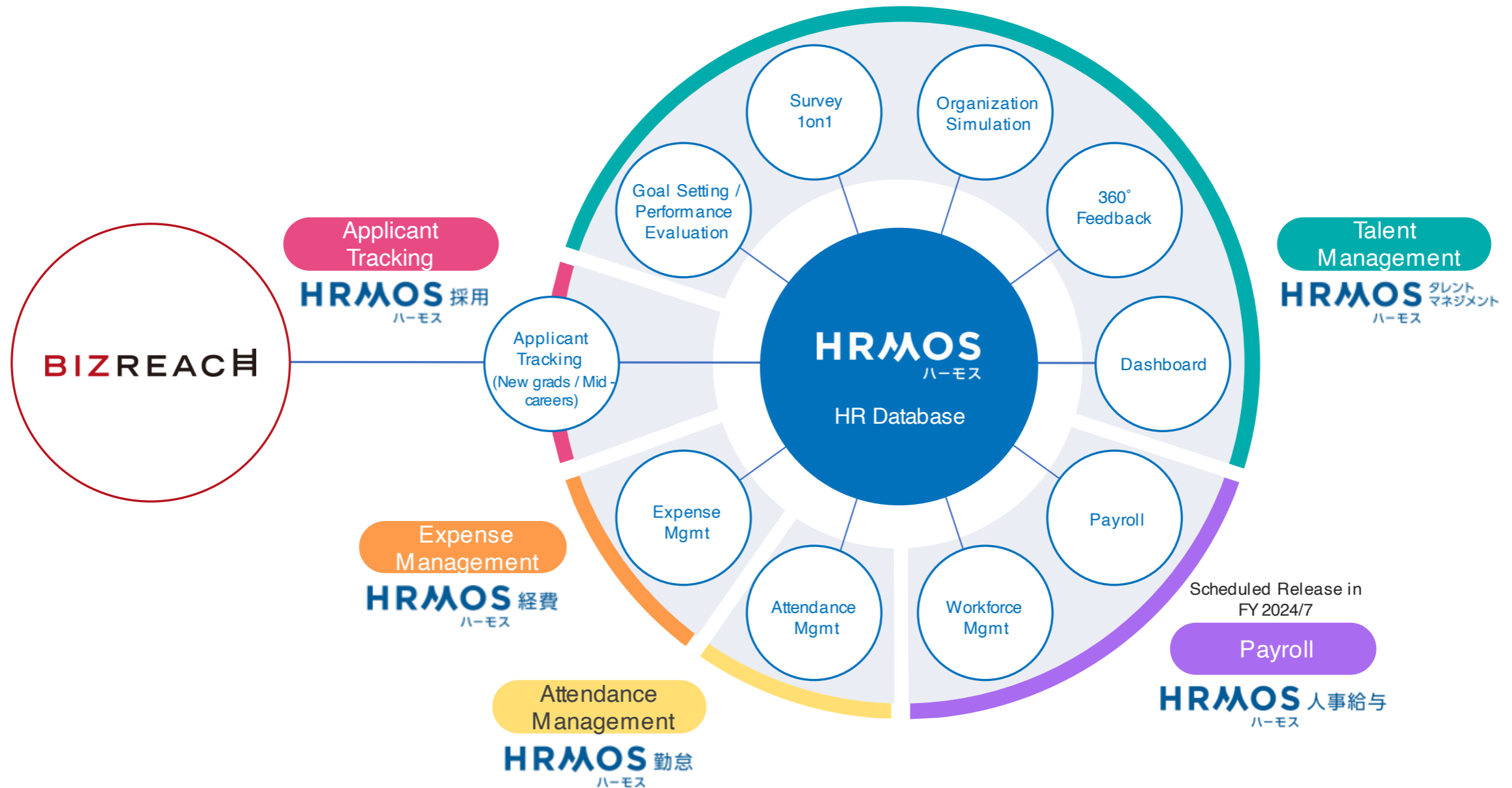


% of Employees Who are Engaged at Work⁽²⁾








Notes: (1) Prepared by Visional, Inc. based on the Ministry of Health, Labour and Welfare "Analysis of the Labor Economy, 2022 Edition – Issues in Promoting Labor Mobility through Support for Workers' Independent Career Development" in September 2022 (2) Prepared by Visional, Inc. based on the Cabinet Office "Japan's Economy 2022-2023" in February 2023

Continuation of development to realize seamless integration of BizReach and HRMOS to create a unified, data-driven HCM Ecosystem that enables investment and management of human capital to drive business competitiveness

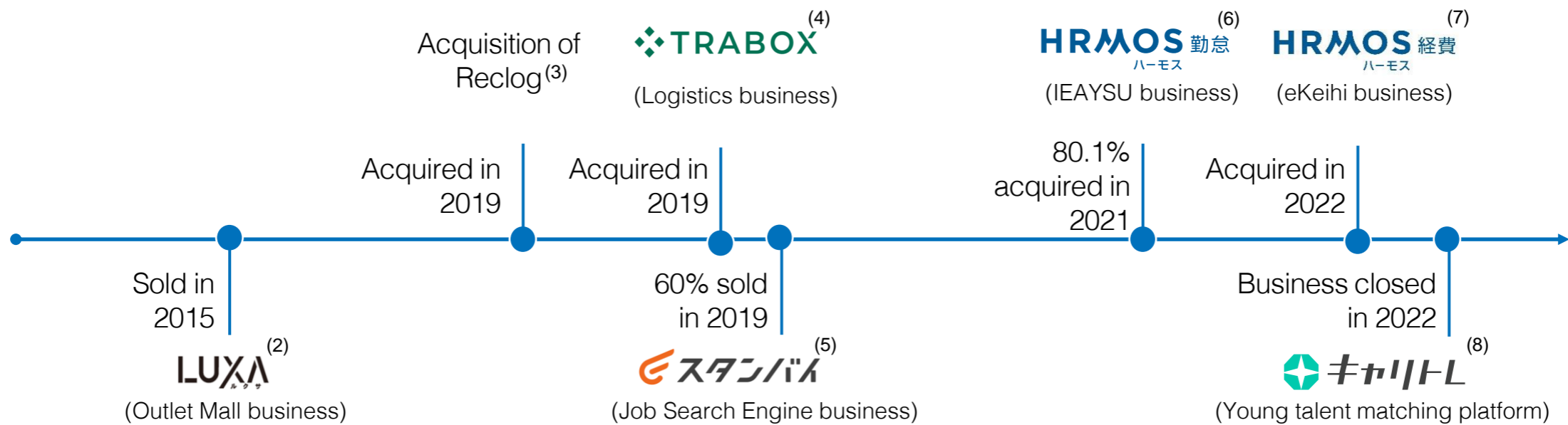


Building businesses in potential areas of growth emerging from seismic shifts and technological innovation. Driving mid to long term growth whilst contributing to improving Japan’s productivity

Issue 1	Issue 2	Issue 3
<p>Lack of capital liquidity including business succession</p> <p>“Japan’s Economy 2020-2021”⁽¹⁾ “...for companies with promising business and appropriate technological capabilities, retaining their know-how and employment in the form of M&A will help maintain the technological capabilities of Japan as a whole...”</p> <p>M&A matching platform</p> 	<p>Delay in security measures as cloud service utilization increases</p> <p>“Grand Design and Action Plan for a New Form of Capitalism”⁽²⁾ “To enhance cyber security throughout the supply chain, subsidies will also be provided for the introduction of security systems by SMEs...”</p> <p>Vulnerability management cloud</p>  <p>Risk evaluation cloud</p> 	<p>Delay in DX for SMEs</p> <p>“Grand Design and Action Plan for a New Form of Capitalism”⁽²⁾ “It is vital to strengthen competitiveness through productivity improvements and optimizing trade...”</p> <p>Logistics matching platform</p>  <p>B to B lead generation platform</p> 

Notes: (1) Extracts from Director for Economic and Fiscal Analysis, Cabinet Office, Government of Japan “Japan’s Economy 2020-2021: Rising from the Crisis of Infectious Disease” in March 2021 (2) Extracts from the “Grand Design and Action Plan for a New Form of Capitalism” on June 7, 2022

Proactively consider the use of M&A as a means of accelerating the realization of sustainable long-term growth⁽¹⁾. Allocate appropriate resources whilst reviewing Visional Group's business portfolio



Notes: (1) No specific transaction have been decided at this time (2) LUXA was fully incubated inside of BizReach, spun out as a subsidiary and sold entirely to KDDI in April 2015 (3) Acquired 100% of shares of Cloud Solutions, Inc. and took over Reclog, an applicant tracking system in September 2019 (4) Acquired 100% of shares of Trabox, Inc. and took over Trabox, a logistics DX (digital transformation) platform in November 2019 (5) Stanby was fully incubated inside of BizReach, spun out as a subsidiary and partially (60%) sold to LY Corporation (formerly, Z Holdings) in December 2019 (6) Acquired 80.1% of shares of IEYASU, Inc. and took over IEYASU business (currently HRMOS Attendance Management) in November 2021 (7) Acquired 100% of shares of ezSoft Co., Ltd. and took over eKeihi business (currently HRMOS Expense Management) in March 2022 (8) Closed the business in December 2022 in order to concentrate management resources

4

Message to Shareholders and Investors

Persistent Creation of New Possibilities.

We will tap into the power of the internet to support the digital transformation of the Japanese economy. We will continue to maximize mid-to-long term enterprise value by persistently transforming social obstacles into new possibilities.

Commitment towards our group mission

- ✔ Sustained growth and profit expansion of BizReach
 - BizReach's net sales growth rate target of 15 – 20% over the next three years⁽¹⁾
 - HRMOS aims to become profitable in three years in FY2026/7⁽²⁾
- ✔ Seamless integration of BizReach and HRMOS to build a data-driven HCM ecosystem
- ✔ Incubation of new businesses and use of M&A

Appendix

Company Name	Visional, Inc.
Address	2-15-1, Shibuya, Shibuya-ku, Tokyo
CEO	Representative Director and CEO Soichiro Minami
# of Employees	1,550 people (As of July end, 2023)
Share Capital	JPY 6,356 MM (As of July end, 2023)
Business Overview	Management support of group companies
Subsidiaries	BizReach, Inc. IEYASU, Inc. ezSoft Co., Ltd. M&A Succeed, Inc. Trabox, Inc. BizHint, Inc. Assured, Inc. 2 other companies



Soichiro Minami - Representative Director and CEO

After graduating from Tufts University in the U.S. in 1999, he joined the Investment Banking Division of Morgan Stanley Japan Securities Co., Ltd. (currently Morgan Stanley MUFG Securities Co., Ltd.). He was involved in founding a professional baseball team “Tohoku Rakuten Golden Eagles” in 2004, and then, in 2009, established BizReach, Inc. Since then, he has successively established businesses to promote digital transformation (DX) in HR Tech including recruiting platforms and Human Capital Management (HCM) SaaS, and also in other business domains including M&A matching platform, logistics matching platform, B to B lead generation platform and cybersecurity. He assumed his current position from February 2020 when BizReach, Inc. was reorganized into a holding company structure and Visional, Inc. was established. In 2014, he was chosen as one of the Young Global Leaders at the World Economic Forum (Davos).



Shin Takeuchi - Director and CTO

After graduating from the Department of Computer Science at University of Electro-Communications in 2001, he joined FUJISOFT Incorporated where he was engaged in system development mainly for government offices and major telecom companies. In 2007, he was engaged in development of a company-wide common infrastructure framework at Recruit Co., Ltd. and at the same time, started OSS activities within the Seasar Project. In 2008, he founded Lei Hau’oli Co., Ltd. He joined BizReach, Inc. from the pre-founding days and assumed the position of Director and CTO. In February 2020, he assumed his current position. Outside the company, he serves as Director of the Japan CTO Association.



Satoshi Murata – Director

After graduating from the Faculty of Law at Aoyama Gakuin University in 2002, he joined Global Media Online, Inc. (currently GMO Internet, Inc.). Afterward, he held positions of responsibility in business development and marketing departments at Viacom International Japan K.K. (currently Viacom Networks Japan K.K.), and in 2011, he became Representative Director at LUXA, Inc. (currently au Commerce & Life, Inc.). In 2019, he became Director and COO of BizReach, Inc. Since February 2020, he serves as Director of Visional, Inc. He also serves as Director of Visional Incubation, Inc. (currently M&A Succeed, Inc.) since August 2021, and Director of Trabox, Inc., Assured, Inc., and BizHint, Inc. since August 2022.



Tetsuya Sakai – Director BizReach, Inc. / Representative Director and CEO

After graduating from the Faculty of Business and Commerce at Keio University in 2003, he joined Japan Sports Vision Co., Ltd. He later joined Recruit Career Co., Ltd. where he was engaged in sales and business development roles, and then served as the Head of Sales in the mid-career recruiting domain. In November 2015, he joined BizReach, Inc. and held various positions such as Head of the BizReach Division, Head of the Recruiting Platform, and Vice President of BizReach, Inc. In July 2022, he became Director and CEO of Bizreach, Inc. In October 2022, he was appointed as Director of Visional, Inc.



Naoko Harima – Outside Director (Audit & Supervisory Committee Member)

After graduating from the Faculty of Economics at Keio University in 2003, she joined Asahi & Co. (currently KPMG AZSA LLC). In 2007, she registered as a certified public accountant. After opening her private office in 2008, she was engaged in acquisitions, oversight, and supervision of hotel operation companies and disclosure of financial results at Japan Hotel and Resort, Inc. (currently Japan Hotel REIT Advisors Co., Ltd.). After that, she served as outside auditor of JEPLAN, INC. and KinoPharma, Inc., and outside director of ATSUGI CO., LTD. In 2019, she became an Auditor of BizReach, Inc. In February 2020, she assumed her current position.



Maiko Chihara – Outside Director (Audit & Supervisory Committee Member)

She graduated from the Faculty of Law at University of Tokyo in 1998, and in 2008, graduated from Columbia Law School (LL.M.) in the U.S. After registering as an attorney-at-law in 2002, she joined Nagashima Ohno & Tsunematsu and then, in 2011, Kataoka & Kobayashi LPC where she has been serving as Partner since 2014. Mainly focusing on financial legal affairs including structured finance and financing, she is engaged in general corporate legal affairs including litigation relating to general commercial/financial transactions, responses to crisis management, and compliance and M&A cases. Alongside this, she served as outside director at listed companies.



Tadatsugu Ishimoto – Outside Director (Audit & Supervisory Committee Member)

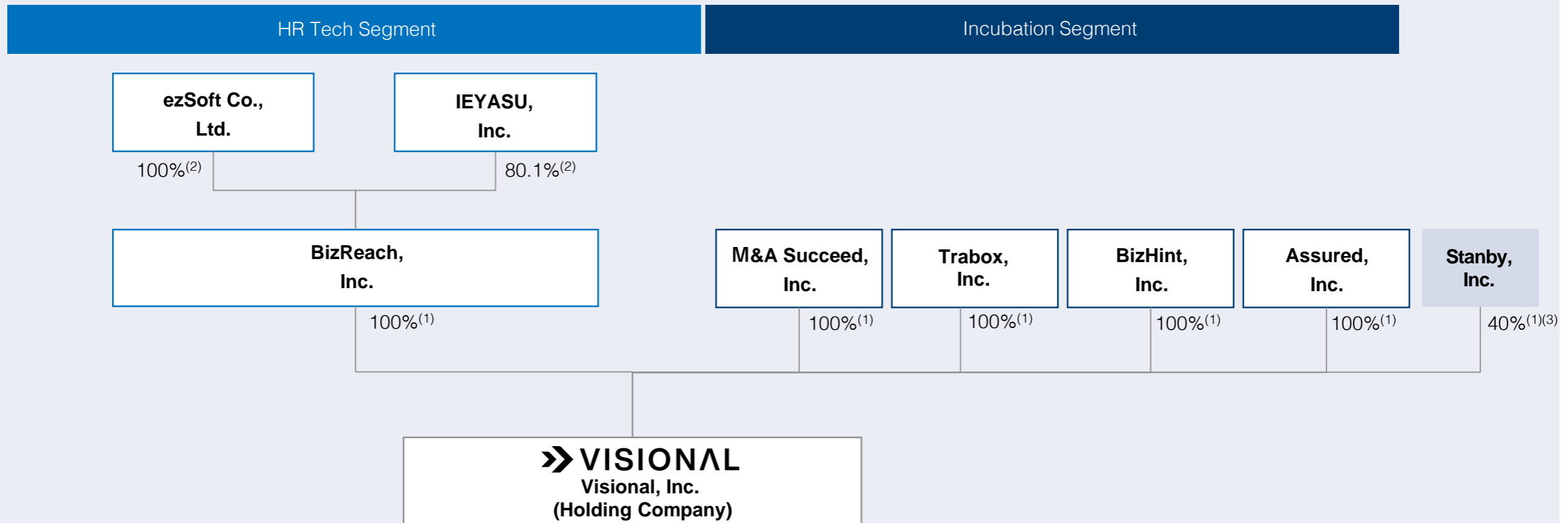
He graduated from the School of Commerce at Meiji University in 1996 and joined the Tokyo Office of KPMG Peat Marwick where he was engaged in international tax affairs and corporate finance. Afterward, he worked as a venture capitalist and CFO at a startup company and in 2001, founded Mentor Capital Tax Office. Since then, alongside providing support to startups, he has held various positions such as researcher at Mitsui & Co. Global Strategic Studies Institute and outside director at Enigmo Inc. and UNITED, Inc.



Risako Suefuji - Executive Officer, CFO

After graduating from Keio University, she joined Morgan Stanley Japan Securities Co., Ltd. (currently Morgan Stanley MUFG Securities Co., Ltd.). In 2010, she participated in the Global Leadership Program at General Electric (GE) and she later engaged in marketing and strategy roles within GE. From 2016, she successively served in executive positions in finance, business strategy and compliance at GlaxoSmithKline K.K. In 2019, she joined BizReach, Inc. Since February 2020, she serves as Executive Officer, CFO of Visional, Inc. Since May 2023, she also serves as Director of BizReach, Inc.

Current Group Structure (As of October 26, 2023)



※2 other companies

Notes: (1) Visual, Inc.'s shareholding ratio of its subsidiaries and affiliate (2) BizReach, Inc.'s shareholding ratio of its subsidiary (3) Joint venture with LY Corporation (formerly, Z Holdings), in which Visual, Inc. holds a 40% stake as an equity method affiliate

Below are some of the risks associated with our business model and strategy. Please refer to the risk section in our disclosure for details.

Risks Related to Our business

Probability of manifestation and Actions to Mitigate Risks

Our results of operations could be adversely affected by negative economic conditions in Japan

The performance of our businesses is generally sensitive to economic, social and geopolitical conditions in Japan, which is currently our sole operating market, as well as global economic conditions more generally. In our online recruiting businesses, our results of operations are sensitive to negative developments in the labor and employment market resulting from economic downturns or uncertainty. Our ability to achieve expected growth of emerging businesses in our Incubation segment, could also be adversely impacted by economic downturns. Negative economic trends may also result in downward competitive pressure on the pricing of our services across our businesses, and we may be unable to reduce selling and administrative expenses without negatively impacting our market presence, quality of service, infrastructure or capacity to respond to future increases in demand for our services.



Probability : Mid, Impact : Mid

Not only businesses related to hiring that could be adversely affected by negative economic conditions and the labor market, including BizReach, etc., we operate other businesses that are less adverse to the labor market. Also, we aim to create a revenue structure that is less susceptible to changes in the business environment by providing services in a wide range of recruiting fields and diversifying our revenue sources.

Our past and future acquisitions, minority investments, joint ventures and strategic alliances could fail to deliver the anticipated benefits or otherwise have an adverse effect on our businesses and results of operations

As part of our business strategy, we actively engage in acquisitions, minority investments, joint ventures and other strategic alliances with third parties to expand our product and service offerings, enter into new business areas and acquire related technologies, focusing on businesses operating in Japan. As part of our acquisition strategy, we have in the past acquired and may in the future acquire or invest in early-stage or emerging companies that are unprofitable, and the consolidation of such target companies into our overall results may negatively impact our consolidated results of operations and any future acquisitions or minority investments we undertake may similarly adversely affect our consolidated results of operations. In addition, we may have difficulty accurately assessing the future viability and growth trajectory of early-stage companies, especially in cases where the relevant technologies are in the early stages of development and still relatively untested or are rapidly evolving in ways that are difficult to predict. We may also face uncertainties when we acquire or invest in companies with a limited operating history or a management system that requires improvement, which is often the case for early-stage companies, including potential compliance issues or liabilities that were not identified in due diligence.



Probability : Low, Impact : Low

We will continue to conduct due diligence and consider risks when executing acquisitions, minority investments, joint ventures and other strategic alliances with third parties. Also, we will support growth through post merger integration (PMI) after the acquisition.

Risks Related to Our business

Probability of manifestation and Actions to Mitigate Risks

Security breaches or unauthorized access or use of our or our customers' data could adversely affect our reputation and expose us to claims from customers and penalties from authorities

Our services involve the generation, processing, storage and transmission of large amounts of personal, confidential and other sensitive information, including personal and employment information about job seekers, highly confidential financial information and transaction data regarding our customers' businesses and personal or identifying information regarding their employees. Our systems and those of our third-party cloud infrastructure providers are vulnerable to computer viruses, break-ins, phishing attacks and other cyberattacks that could lead to unauthorized disclosure of personally identifiable or other sensitive information. If we gain greater visibility or market share, we may face a higher risk of being targeted by cyberattacks. If we experience any of the foregoing security breaches or other incidents involving personal information, our business, results of operations and reputation could be adversely impacted.



Probability : Low, Impact : High
We will continue to develop a rigorous process to manage personal information and confidential information of our customers and business partners. Rules are put in place and we will continue to refine as necessary, as well as continue our efforts to educate our employees.

We may have difficulties or incur significant costs in recruiting and retaining talented employees

Our future success depends, in part, on our ability to continue to attract, retain and motivate highly skilled personnel. In particular, we are in constant need of software engineers to support our product development activities. We face intense competition in hiring these types of employees from a broad range of companies, including global technology and other companies that are larger than us and have more financial and other resources than we do. In order to compete with such companies, we must offer competitive compensation packages and a high-quality work environment to attract, retain and motivate employees. If we are unable to attract qualified personnel to fill key positions and retain and motivate our existing employees, we may be unable to manage our business effectively, including the development, marketing and sale of our solutions, which could adversely affect our business, results of operations and financial condition.



Probability : Low, Impact : Low
We will attract, hire and retain the best talent through demonstrating our Direct Recruiting efforts. We also focus on on-the-job training and training programs to develop talents.

We have conducted active advertising and investment in talent for BizReach that continues to be in the expansion phase, active investment in product development for HRMOS to complete the HCM ecosystem, and investment in other new businesses. In addition, we have utilized the proceeds for M&A activities to accelerate the development of the HCM ecosystem

Use of Proceeds from IPO

JPY MM

Use of Proceeds	Used Amount (FY2021/7)	Used Amount (FY2022/7)	Used Amount (FY2023/7)	Used Amount Total
1. Marketing investment, including advertising and sales promotion	500	1,500	2,000	4,000
2. Human resource expenses for expanding businesses	500	1,500	2,000	4,000
3. Investment funds for use in business acquisitions (M&A) ⁽¹⁾	-	1,656	-	1,656

Note: (1) Acquired the shares of IEYASU, Inc. on November 1, 2021 and the shares of esSoft Co., Ltd., on March 1, 2022 partially allocated by the proceeds from IPO as part of HRMOS growth strategy

Key Financials: Profit and Loss Statement⁽¹⁾

JPY MM	FY19/7	FY20/7	FY21/7	FY22/7	FY23/7	FY24/7 (Forecast)
Net Sales	21,492	25,879	28,698	43,954	56,273	66,400
YoY Growth (%)	36.9%	20.4%	10.9%	53.2%	28.0%	18.0%
HR Tech Segment	21,175	24,914	27,052	41,791	53,685	63,340
YoY Growth (%)	36.2%	17.7%	8.6%	54.5%	28.5%	18.0%
Incubation Segment	316	892	1,485	2,002	2,460	2,940
YoY Growth (%)	101.6%	182.1%	66.3%	34.8%	22.9%	19.5%
Cost of Sales	3,228	4,104	3,999	5,802	5,815	-
Gross Profit	18,263	21,775	24,699	38,151	50,457	-
Margin (%)	85.0%	84.1%	86.1%	86.8%	89.7%	-
Selling, General & Administrative Expenses ⁽²⁾	17,749	19,588	22,331	29,869	37,231	-
Advertising	8,020	7,640	9,562	14,697	19,118	-
Payroll etc. ⁽³⁾	4,633	5,301	6,308	7,410	8,090	-
Rent	824	1,251	1,258	1,243	1,348	-
Others ⁽²⁾	4,270	5,394	5,202	6,516	8,673	-
Operating Profit⁽²⁾	514	2,186	2,368	8,282	13,225	16,000
Margin (%)	2.4%	8.4%	8.3%	18.8%	23.5%	24.1%
HR Tech Segment⁽²⁾	1,732	3,343	4,000	10,631	15,701	-
Incubation Segment	(663)	(868)	(863)	(1,649)	(1,401)	-
Pre-tax Profit ⁽²⁾	393	7,023	2,290	8,717	14,377	-
Income Tax Expense ⁽²⁾	58	2,364	869	2,864	4,448	-
Profit attributable to owners of parent⁽²⁾	335	4,658	1,420	5,852	9,928	10,930
Margin (%)	1.6%	18.0%	5.0%	13.3%	17.6%	16.5%

Notes: (1) Based on FY20 financials prepared by Visional, Inc. continued from the financials of BizReach, Inc. Visional, Inc. was established through a share transfer, and BizReach, Inc. became a wholly-owned subsidiary of Visional, Inc. in February 2020. Therefore, FY19 annual financial results are based on the consolidated financial results of BizReach, Inc. (All FYs ending in July and prepared in accordance with J-GAAP) (2) As of 1Q of FY23/7, we have confirmed the provisional accounting treatment concerning business combinations. Accordingly, data for FY22/7 is presented at the amounts after reflecting the contents of the confirmation of the provisional accounting treatment (3) Payroll includes bonuses and allowance for bonuses

Reconciliation of Adjusted Operating Profit before Corporate Expense Allocation to Operating Profit⁽¹⁾

JPY MM

	FY23/7	FY22/7	FY21/7	FY20/7
Total Adjusted Operating Profit before corporate expense allocation	17,647	12,622	6,170	7,531
BizReach Business ⁽²⁾⁽³⁾	20,126	17,609	9,637	9,232
HRMOS Business ⁽³⁾	(1,740)	(2,954)	(2,102)	(1,159)
Other Businesses ⁽³⁾	(739)	(2,032)	(1,364)	(541)
Adjustment Item				
-) Corporate and general administrative expenses (such as accounting, HR, legal, general affairs, etc.) ⁽⁴⁾⁽⁵⁾	4,421	4,340	3,802	5,345
-) HR Tech Segment ⁽⁵⁾	3,933	3,769	3,263	4,647
-) Incubation Segment	488	570	538	697
Operating Profit (J-GAAP)⁽⁵⁾	13,225	8,282	2,368	2,186

Adjusted Headcount by Function and Business (FY23/7 4Q)⁽⁶⁾

	Adjusted headcount	% of subtotal for HR Tech businesses
HR Tech businesses		
BizReach Business	814	69.9%
HRMOS Business	206	17.7%
Other HR Tech businesses	144	12.4%
Subtotal for HR Tech businesses	1,164	100.0%
General functions of HR Tech businesses	159	n/a
Total for HR Tech businesses	1,323	n/a
Incubation businesses	121	n/a
Corporate	106	n/a
Total	1,550	n/a

Notes: (1) Based on FY20/7 financials prepared by Visional, Inc. continued from the financials of BizReach, Inc. Visional, Inc. was established through a share transfer, and BizReach, Inc. became a wholly owned subsidiary of Visional, Inc. in February 2020 (Prepared in accordance with J-GAAP) (2) Financial data of the BizReach Business, the core service of our group (which differs from the financial data of our subsidiary BizReach, Inc.) (3) Calculated as revenue of each business minus cost of sales and selling, general and administrative expenses which are directly allocated to each business (4) These expenses comprise corporate and general administrative expenses that we have not directly allocated to individual businesses for our internal management purposes (5) As of 1Q of FY23/7, we have confirmed the provisional accounting treatment concerning business combinations. Accordingly, data for FY22/7 is presented at the amounts after reflecting the contents of the confirmation of the provisional accounting treatment (6) Adding headcount calculated back to those who belong to each business, based on man hours equivalent to labor costs, which is directly allocated to each such business and included in the relevant adjusted operating profit before corporate expense allocation

Key Financials: Balance Sheet⁽¹⁾

JPY MM						JPY MM					
Assets	FY19/7	FY20/7	FY21/7	FY22/7	FY23/7	Liabilities and Equity	FY19/7	FY20/7	FY21/7	FY22/7	FY23/7
Current Assets	7,515	12,137	29,532	36,743	48,902	Current Liabilities	5,190	5,290	9,046	13,988	16,328
Cash and Cash Equivalents	4,761	9,114	25,630	31,362	41,170	Accounts Payable	1,937	1,486	3,341	4,054	3,934
Notes and Accounts Receivable	2,132	2,012	3,258	4,356	5,151	Deferred Revenue	1,910	1,917	3,042	–	–
Other Current Assets	620	1,011	643	1,025	2,580	Contract liabilities	–	–	–	4,941	6,858
Fixed Assets⁽²⁾	2,340	5,584	5,544	9,208	8,971	Other Current Liabilities	1,342	1,886	2,662	4,993	5,534
Tangible Assets	755	899	700	735	845	Fixed Liabilities⁽²⁾	118	3,225	3,494	3,190	2,415
Intangible Assets ⁽²⁾	39	2,488	2,457	5,287	4,455	Liabilities from application of Equity Method	-	3,070	2,773	2,453	2,133
Goodwill ⁽²⁾	-	1,186	1,296	3,300	2,799	Other Fixed Liabilities ⁽²⁾	118	155	720	737	282
Other Intangible Assets ⁽²⁾	39	1,301	1,160	1,986	1,656	Total Liabilities⁽²⁾	5,308	8,516	12,540	17,179	18,744
Total Investments and Other Assets ⁽²⁾	1,545	2,196	2,385	3,185	3,669	Total Net Assets⁽²⁾	4,547	9,205	22,536	28,772	39,129
Total Assets⁽²⁾	9,856	17,722	35,076	45,952	57,873	Total Liabilities and Net Assets⁽²⁾	9,856	17,722	35,076	45,952	57,873

Notes: (1) Based on FY20 financials prepared by Visional, Inc. continued from the financials of BizReach, Inc. Visional, Inc. was established through a share transfer, and BizReach, Inc. became a wholly-owned subsidiary of Visional, Inc. in February 2020. Therefore, FY19 annual financial results are based on the consolidated financial results of BizReach, Inc. (All FYs ending in July and prepared in accordance with J-GAAP) (2) As of 1Q of FY23/7, we have confirmed the provisional accounting treatment concerning business combinations. Accordingly, data for FY22/7 is presented at the amounts after reflecting the contents of the confirmation of the provisional accounting treatment

Key Financials: Cash Flow Statement⁽¹⁾

	JPY MM				
	FY19/7	FY20/7	FY21/7	FY22/7	FY23/7
Cash Flows from Operating Activities					
Pre-tax Profit ⁽¹⁾	393	7,023	2,290	8,717	14,377
Depreciation and Amortization of Goodwill ⁽¹⁾	231	547	670	846	1,230
Gain on Transfer of Business	-	(4,799)	-	-	-
Income Taxes Paid	(332)	(2,966)	(992)	(2,049)	(5,189)
Others ⁽¹⁾	480	(38)	2,347	2,094	606
Cash Flows from Operating Activities⁽¹⁾	771	(234)	4,315	9,608	11,024
Cash Flows from Investing Activities					
Proceeds from Business Divestiture	-	8,000	-	-	-
Purchases of Shares of Subsidiaries Resulting in Change in Scope of Consolidation	-	(2,363)	-	(2,875)	-
Purchases of Property and Equipment	(313)	(447)	(116)	(325)	(584)
Others	(508)	(389)	82	(753)	(285)
Cash Flows from Investing Activities	(823)	4,799	(33)	(3,954)	(870)
Cash Flows from Financing Activities					
Proceeds from issuance of shares	-	-	11,176	-	-
Others	(112)	(19)	1,057	77	(346)
Cash Flows from Financing Activities	(112)	(19)	12,234	77	(346)
Net Increase (Decrease) in Cash and Cash Equivalents	(165)	4,544	16,515	5,731	9,808
Cash and Cash Equivalents at Beginning of Year	4,953	4,761	9,114	25,630	31,362
Increase (Decrease) in Cash and Cash Equivalents from Change of Scope of Consolidation	(26)	(192)	-	-	-
Cash and Cash Equivalents at End of Year	4,761	9,114	25,630	31,362	41,170

Note: (1) Based on FY20 financials prepared by Visional, Inc. continued from the financials of BizReach, Inc. Visional, Inc. was established through a share transfer, and BizReach, Inc. became a wholly-owned subsidiary of Visional, Inc. in February 2020. Therefore, FY19 annual financial results are based on the consolidated financial results of BizReach, Inc. (All FYs ending in July and prepared in accordance with J-GAAP)

This document was prepared by Visional, Inc. (referred to as the “Company”, “Visional” or “we” herein) solely for informational purposes. This document does not constitute an offer to sell or a solicitation of an offer to buy any security of the Company in the United States, Japan or any other jurisdiction. None of our securities have been or will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This document may contain forward-looking statements, which reflect the Company's assumptions and outlook for the future and estimates based on information available to the Company and the Company's plans and expectations as of the date of this document or other date indicated. There can be no assurance that the relevant forecasts and other forward-looking statements will be achieved. Please note that significant differences between the forecasts and other forward-looking statements and actual results may arise due to various factors, including changes in economic conditions, changes in users' preferences and needs, competition, changes in the legal and regulatory environment, and other factors. Accordingly, readers are cautioned against placing undue reliance on any such forward-looking statements. Also note that this document includes information which has not been audited or reviewed by an independent certified public accountant or audit corporation, and includes financial information based on past financial statements or accounting documents as well as management figures not based on financial statements or accounting documents. The Company has no obligation to update or revise any information contained in this document based on any subsequent developments except as required by applicable law or stock exchange rules and regulations.

This document includes information derived from or based on third-party sources, including information about the markets in which we operate. These statements are based on statistics and other information from third-party sources as cited herein, and the Company has not independently verified and cannot assure the accuracy or completeness of any information derived from or based on third-party sources.

This document is an English translation of the original Japanese language document and has been prepared solely for reference purposes. No warranties or assurances are given regarding the accuracy or completeness of this English translation. In the event of any discrepancy between this English translation and the original Japanese language document, the original Japanese language document shall prevail in all respects.