

To Shareholders of Internet Initiative Japan Inc. (“IIJ”)

**Matters Omitted  
from the Notice of Convocation of  
the Ordinary General Meeting of Shareholders  
for the 31st Business Term**

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June 9, 2023

**Internet Initiative Japan Inc.**

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

## **• Basic Systems and Policies of IIJ**

### (1) Systems for securing the appropriateness of business

The details of the resolution by the Board of Directors of IIJ are as follows:

1. Systems for ensuring the compliance of Directors and employees with the law and articles of incorporation in the execution of their duties
  - (1) IIJ will establish a code of ethics that sets for a standard of conduct and requires strict adherence to the law. In addition, IIJ will establish regulations for applying the laws regarding the prevention of insider trading, the protection of personal information, among others. IIJ will disseminate those regulations to officers and employees, and conduct periodic education.
  - (2) IIJ will establish a system for appointing the necessary personnel to ensure compliance with the law, and for consulting with lawyers and other experts outside IIJ.
  - (3) IIJ will establish an internal reporting system for reporting any legal violations, and will maintain a whistleblower system with a contact point in accordance with legal requirements to ensure the protection of whistleblowers.
  - (4) Internal Auditing Office under the direct control of the President will conduct internal audits on a regular basis, indicating where each division could improve compliance with the law, and overseeing the improvements.
  - (5) For legally required reports, ad hoc reports, and other types of releases, IIJ will establish a Disclosure Committee whose members consist of Directors, Outside Directors, Executive Officers and Auditors, whom will evaluate the content for appropriateness and completeness, and approve any material to be released.
2. Systems for preserving and managing information related to the execution of duties by Directors
  - (1) Basic policy and procedures regarding the handling of information assets will be set and followed in the handling of information and documents related to the execution of duties by Directors ("performance information"), these policies and procedures will detail who is responsible for managing the information, how long the information is to be stored, how it is to be stored, measures for countering loss or leakage of the information, and proper management of the information. The management of this information will be reviewed on a regular basis.
  - (2) IIJ will create a system that ensures the proper filing of performance information (committing it to electronic storage when necessary), and that enables the quick verification of the existence, condition, and content of these documents. In addition, the system will allow people with the proper authority to view documents related to the Company Auditors and others without delay.
  - (3) The duties related to the above fall under the jurisdiction of a director or an executive officer in charge of information security and a director or an executive officer in charge of document management of IIJ.
3. Regulations governing risk management and other systems
  - (1) The Director (or executive officer) that oversees the operation of each division will identify the risks defined by the governing regulations, evaluate these risks, and develop measures to counter these risks, as well as review them on a regular basis.
  - (2) For certain risk categories, an Evaluation Committee will be established to evaluate the risk and to develop countermeasures.
  - (3) A Business Continuity Plan will be developed to address potential emergency situations.
  - (4) An Internal Auditor Office under the direct control of the President will conduct internal audits on a regular basis, indicating where each division could improve operations, including risk management, and overseeing the improvements.
4. Systems for ensuring the efficient execution of duties by Directors
  - (1) A business plan for each fiscal year will be formulated in line with management objectives, and each business organization will actively seek to achieve the goals put forth in the plan. In addition, regular progress reports will be submitted and reviewed to monitor progress on each target.
  - (2) As for management, all issues that should be decided by the Board of Directors in accordance with the Regulations of the Board of Directors will be strictly decided by the Board, and as a basic rule of the decision-making process, sufficient documentation on the issue to be decided will be distributed to all Board members in advance.
  - (3) In the execution of daily duties, authority will be delegated based on the scope of authority regulations and division of duties regulations, and managers at each level will execute their duties while complying with the rules of the decision making process.
  - (4) To reinforce the Board of Directors' authority, a certain number of people with notable management acumen will be appointed as Outside Directors.
5. Systems for ensuring the proper operation of corporate groups consisting of IIJ and its Subsidiaries (collectively "the Company")
  - (1) Subsidiaries will be managed based on the subsidiary management regulations, which are the basic policy of subsidiary management, and an agreement will be made with the parent company regarding the management of the subsidiary.
  - (2) Subsidiaries will report on required items, and a system for consultation will be established.
  - (3) To impose internal control on important items, regulations governing the entire corporate group will be established, and subsidiaries will be required to comply with them.
  - (4) IIJ's Internal Audit Office will perform internal audits of subsidiaries.
6. Providing employee to assist Company Auditors, securing those employees' independence from directors and effectiveness of company auditors' instruction to those employees
  - (1) IIJ establishes Internal Auditing Office under direct control of President and assigns to the Office as the full-time basis. These employees work closely with the Company Auditors to reflect their opinions on IIJ's internal audit plan.
  - (2) The selection, appointment, and transfer of employee assigned to the Internal Auditing Office should be conducted with full consideration of the opinions from the Board of Company Auditors.
  - (3) Other than above, it will be consulted and decided with the Board of Company Auditors as for assignment of employees who assist the Company Auditors and arrangement to ensure effectiveness of the Company Auditors' instruction to these employees.

7. Systems that directors and employees of IJ and its subsidiaries make a report to the Company Auditors, and systems preventing the person who makes report to the Company Auditor from being disadvantageously treated due to such report
  - (1) In accordance with the provisions of the Board of Company Auditors, Directors and employees will report and provide information upon or periodically the Company Auditor's request.
  - (2) Company Auditors will be a member of panel such as Disclosure Committee that makes the important decision-making.
  - (3) If the whistleblowing relates to directors, the investigation shall be conducted under the direction of the Board of Company Auditors. Whistleblower will be safely protected and kept secret, and it is prohibited that IJ disadvantageously treats that person whether the whistleblowing is anonymous or not.
8. Policies on prepaid expenses for the execution of the duties of the Company Auditors, on expenses for procedures for repayment and execution of other relevant duties, or on debt processing
 

IJ will establish budget for the Board of Company Auditors for the execution of their duties every year, and will listen to Company Auditors' opinion.
9. Other systems for ensuring effective Company Auditors' audits
  - (1) In order to ensure that the Board of Company Auditors can properly execute their duties, the necessary external experts will be retained.
  - (2) To preserve the independence of the Accounting Auditors, IJ and its subsidiaries are not allowed to receive the accounting auditors' services which could possibly harm their independence (including the person related the Accounting Auditors) as well as takes appropriate measures to obtain consent to the accounting auditors remuneration and others by the Board of Company Auditors in an appropriate manner.
  - (3) IJ makes an effort to appoint a financial expert and legal expert for Company Auditors.

(2) Status of systems for ensuring the appropriateness of business activities

Business activities by directors and employees of IJ and its subsidiaries are governed by the Code of Ethics, the Basic Rules for Internal Control and etc. which regulate the entire corporate groups. The Board of Directors of IJ consists of 14 directors, including 5 outside directors and daily oversight and supervision on the business execution are carried by means of ordinary (monthly) and extraordinary meetings of the Board of Directors, management meetings and etc. Subsidiaries are properly managed through necessity reports and discussion based on the subsidiary management regulations, which are the basic policy of subsidiary management. Other than above, IJ operates the Whistleblower system for the entire corporate groups.

As for risk management, such as information security and business continuity risks, evaluation committees are established to evaluate those risks and to develop countermeasures for certain risk categories.

The Board of Company Auditors consists of 4 company auditors, including 3 outside company auditors. Oversight on business execution are carried by means of daily business audits by Full-time Company Auditor, ordinary (monthly) and extraordinary meetings of the Board of Company Auditors and etc. Furthermore, the Board of Company Auditors is in charge of overseeing conflict-of-interest transactions with accounting auditors, decision of reappointment or dismissal of the Accounting Auditor and etc. We have placed an Internal Auditing Office which consists of 5 members including a manager. They plan and perform audits to IJ and its subsidiaries based on internal audit plan. Results for the audit are periodically reported to the Board of Company Auditors and close cooperation is made with the Company Auditors.

Other than above, in order to maintain adequate disclosure, IJ has established the Disclosure Committee which consists of directors, executive officers and company auditors based on the Code of Information Disclosure and verifies appropriate and sufficient disclosure.

(3) Basic Policy on Control of IJ.

There is nothing to report on this subject.

## Consolidated Statements of Changes in Shareholders' Equity

(From April 1, 2022 through March 31, 2023)

(Unit: JPY millions)

	Owners of the parent's shareholders' equity			
	Share capital	Share premium	Retained earnings	Other components of equity
Balance, April 1, 2022	25,562	36,518	37,024	6,275
Comprehensive income				
Profit for the year	-	-	18,838	-
Other comprehensive income	-	-	-	412
Total comprehensive income	-	-	18,838	412
Transactions with owners				
Purchase of treasury stock	-	-	-	-
Disposal of treasury stock	-	141	-	-
Dividends paid	-	-	(4,901)	-
Stock-based compensation	-	79	-	-
Transfer from other components of equity to retained earnings	-	-	116	(116)
Total transactions with owners	-	220	(4,785)	(116)
Balance, March 31, 2023	25,562	36,738	51,077	6,571

	Owners of the parent's shareholders' equity		Non-controlling interests	Total equity
	Treasury shares	Total		
Balance, April 1, 2022	(1,851)	103,528	1,093	104,621
Comprehensive income				
Profit for the year	-	18,838	141	18,979
Other comprehensive income	-	412	-	412
Total comprehensive income	-	19,250	141	19,391
Transactions with owners				
Purchase of treasury stock	0	0	-	0
Disposal of treasury stock	20	161	-	161
Dividends paid	-	(4,901)	(49)	(4,950)
Stock-based compensation	-	79	-	79
Transfer from other components of equity to retained earnings	-	-	-	-
Total transactions with owners	20	(4,661)	(49)	(4,710)
Balance, March 31, 2023	(1,831)	118,117	1,185	119,302

## **• Notes to Consolidated Financial Statements**

### 1. Notes to Basic Significant Matters Regarding Presentation of Consolidated Financial Statements

#### 1-1. Matters regarding scope of consolidation

Number of consolidated subsidiaries and names of consolidated subsidiaries

Number of consolidated subsidiaries: 16

Names of major consolidated subsidiaries: IJ Engineering Inc. ("IJ-EG"), IJ Global Solutions Inc., Trust Networks Inc. ("Trust Networks"), Net Chart Japan, Inc., IJ Protech Inc., IJ America Inc., IJ Europe Limited, IJ Global Solutions Singapore Pte. Ltd., PTC SYSTEM (S) PTE LTD ("PTC") and IJ Global Solutions China Inc.

Changes in the scope of consolidation: IJ Innovation Institute Inc. ("IJ-II") is excluded from the scope of consolidation due to the merger with IJ on April 1, 2022.

#### 1-2. Matters regarding applying equity method

Number and names of equity method investees

Number of equity method investees: 7

Names of major equity method investees: INTERNET MULTIFEED CO., DeCurret Holdings, Inc. and Trinity Inc.

#### 1-3. Significant accounting policies

##### (1) Basis of presentation

The consolidated financial statements are prepared in accordance with IFRS pursuant to the provisions of Article 120-1 of Company Accounting Regulations. However, certain disclosures required under IFRS are omitted pursuant to the provisions of the second sentence of Article 120-1.

##### (2) Valuation method and policy of assets

###### 1) Financial assets

Financial assets held are categorized as (a) financial assets measured at amortized cost, (b) debt-based financial assets measured at fair value through other comprehensive income ("FVTOCI"), (c) equity-based financial assets measured at FVTOCI or (d) financial assets measured at fair value through profit or loss ("FVTPL").

###### (a) Financial assets measured at amortized cost

Financial assets are measured at amortized cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, financial assets measured at amortized cost are accounted for using the effective interest method deducting impairment losses. Amortization under the effective interest method and gain or loss in derecognition are included in profit or loss during the period.

###### (b) Debt-based financial assets measured at FVTOCI

Financial assets are measured at FVTOCI if both of the following conditions are met:

- the asset is held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, debt-based financial assets measured at FVTOCI are measured at fair value and changes in fair value are recognized as other comprehensive income. Gain or loss on disposal of investments, foreign exchange gain or loss, and impairment losses are recognized in profit or loss during the period.

###### (c) Equity-based financial assets measured at FVTOCI

There are some equity-based financial assets for which the Company irrevocably elected at initial recognition that subsequent changes in fair value of the assets are included in other comprehensive income. These assets are recognized as equity-based financial assets measured at FVTOCI. The Company makes an irrevocable election on each investment. After initial recognition, equity-based financial assets measured at FVTOCI are measured at fair value and changes in fair value are recognized as other comprehensive income. When the Company disposes of investments, cumulative gain or loss recognized through other comprehensive income are transferred from other components of equity to retained earnings.

Dividend income from equity-based financial assets measured at FVTOCI is recognized as profit in finance income, unless it is clear that it is refund on investment.

###### (d) Financial assets measured at FVTPL

Financial assets other than the abovementioned financial assets measured at amortized cost, debt-based financial assets measured at FVTOCI and equity-based financial assets measured at FVTOCI are categorized to financial assets measured at FVTPL. There are no financial assets for which the Company has irrevocably elected that the assets be accounted for at FVTPL on initial recognition.

After initial recognition, equity-based financial assets measured at FVTPL are measured at fair value and changes in fair value are recognized as profit or loss. Gain or loss related to financial assets measured at FVTPL is recognized as profit or loss.

(e) Impairment loss on financial assets

For impairment loss on financial assets measured at amortized cost, the Company recognizes allowance for credit losses based on the expected credit losses on the financial assets.

The Company evaluates whether the credit risks of financial instruments have increased significantly since initial recognition on each annual closing date. For financial instruments that have not had a significant increase in credit risk since initial recognition, allowance for credit losses on the instrument is measured at the amount equal to that of the 12-month expected credit losses. If the credit risk of financial instruments has significantly increased since initial recognition, allowance for credit losses on the instruments are measured at amount equal to the lifetime expected credit losses.

When contractual payments are more than 30 days past due, the credit risk is deemed to have increased significantly. In evaluating whether credit risk has increased significantly or not, the Company considers reasonable and supportable information, in addition to past-due information. When financial assets have low risk at the reporting date, the Company assumes that there has not been a significant increase in credit risk since initial recognition.

However, in evaluating financial assets that do not have a significant financing component such as a trade receivables, allowance for credit losses is measured at an amount equal to the lifetime expected credit losses, regardless of whether credit risk has increased significantly since initial recognition.

Expected credit losses on financial assets are estimated by reflecting the following factors:

- An unbiased and probability-weighted amount determined by evaluating a range of possible outcomes
- Time value of money
- Reasonable and supportable information about past events, current conditions and reasonable and supportable forecasts of future economic conditions at the reporting date

The provision and reversal of allowance for credit losses on financial assets are included in profit or loss.

2) Inventories

The Company's inventories mainly consist of network equipment and mobile devices held for resale and work in progress related to systems construction. Inventories are measured at the lower of historical cost or net realizable value. Amounts for network equipment and mobile devices held for sale are calculated using the moving average method and amounts for work in progress related to systems integration are measured at actual manufacturing cost including indirect manufacturing costs. Net realizable value is calculated at the estimated selling price during the normal course of business less the estimated costs to completion and estimated expenses to make a sale.

(3) Depreciation and amortization of property and equipment

1) Tangible assets

Tangible assets are measured at acquisition cost less accumulated depreciation and accumulated impairment losses. Acquisition costs include costs directly attributable to acquisition of the assets and dismantling and removing costs. Depreciation of tangible assets excluding land and construction in progress, is calculated using straight-line method over the estimated useful lives. Estimated useful lives by major asset class are as follows:

Buildings and Construction other than buildings	4 to 50 Years
Machinery, tools, furniture and fixtures	2 to 20 Years

2) Goodwill

The Company recognizes goodwill at the amount of fair value, including recognized noncontrolling interests on the acquiree, measured at the acquisition date, less the net recognized amount of assets acquired and liabilities assumed that are recognizable at the date of acquisition, which is normally fair value.

Goodwill is included in our consolidated statements of financial position at the carrying amount which is the acquisition costs less the accumulated impairment losses.

3) Intangible assets

Intangible assets acquired separately are measured at acquisition cost at initial recognition. Intangible assets with finite useful lives consist of software and customer relationships. Software is amortized using straight-line method over the estimated useful lives, customer relationships are amortized using the sum-of-the-years-digits method or straight-line method over the estimated useful lives.

Estimated useful lives of major intangible assets are as follows:

Software	5 to 7 Years
Customer relationships	9 to 19 Years

Intangible assets deemed to have indefinite useful lives are not amortized and are recorded at their carrying amount, which is the acquisition cost less accumulated impairment losses.

#### (4) Leases

In accordance with IFRS 16, the Company has determined whether a contract is, or contains a lease, at the inception of the contract. A contract is determined to be a lease or contain a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

When a contract is determined to be a lease or contain a lease, the Company initially recognizes a right-of-use asset and a lease liability at the commencement date of the contract.

Lease liabilities are initially measured at the present value of lease payments not paid at the commencement date, discounted by calculated interest rate of the lease or, if the calculated interest rate cannot be determined easily, the Company's incremental borrowing rate. In general, the Company uses the incremental borrowing rate as a discount rate. Lease liabilities are subsequently measured by increasing the carrying amount to reflect the interest on the lease liability and reducing the carrying amount to reflect the lease payments. In our consolidated statement of financial position, lease liabilities are included in other financial liabilities. In measuring the lease liability, lease fee in each contract is allocated to the lease components and non-lease components based on the ratio of their independent prices. However, for data centers where the Company is a lessee, lease components and non-lease components related to them are not separated and are recognized as a single lease component. When the condition of the leases are changed, the Company remeasures the lease liability.

The right-of-use asset is initially measured at cost, which comprises the initial measurement of lease liability, any initial direct cost incurred and prepaid lease payments. A cost model is used for subsequent measurement after initial recognition. Right-of-use assets are depreciated using the straight-line method. The depreciation period is the estimated useful life of the underlying asset if ownership of the underlying asset is transferred to the lessee by the end of the lease term or if the exercise of the purchase option by the lessee is reasonably certain. Otherwise, the depreciation period is the shorter of the useful life of the right-of-use asset or the lease term. The Company does not recognize right-of-use assets and lease liabilities for leases with a lease term of 12 months or less or when the underlying assets are of low value, and recognizes lease payments as an expense on a straight-line basis over the lease term.

#### (5) Impairment of non-financial assets

The Company reviews carrying amounts of non-financial assets, except for inventories and deferred tax assets, on each reporting date to assess whether impairment indicators exist. If such indicators exist, the Company then estimates the recoverable amount of the asset. For goodwill and intangible assets deemed to have indefinite useful lives, the Company performs impairment tests on each annual closing date and whenever there is an indication that an asset may be impaired.

Cash-generating units are groups that represent the minimum of assets for which continuous use generates cash inflows that are largely independent from other assets or groups of assets. Goodwill arising from business combinations is allocated to cash-generating units or groups of cash-generating units which are expected to benefit from synergies resulting from the business combination.

The recoverable amount of an asset or a cash-generating unit is calculated at the higher of the value in use or the fair value less costs of disposal. Value in use is calculated at the present value of estimated future cash flows, which are discounted using a pre-tax weighted average cost of capital of each cash-generating unit.

If the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, the Company recognizes an impairment loss in profit or loss. Recognized impairment loss is allocated first to goodwill in the cash-generating unit to be deducted from its carrying amount, and then carrying amounts of other

assets in the cash-generating unit are deducted on a pro rata basis.

The Company reverses impairment losses when there is any indication of reversal of the impairment loss recognized in past years and the estimated recoverable amount exceeds the carrying amount. The amount of reversal is limited to the carrying amount if no impairment loss had been recognized and depreciation or amortization had been continued. Impairment losses recognized for goodwill are not reversed.

#### (6) Recognition of significant provisions

The Company recognize a provision only when a present obligation (legal or constructive) has arisen as the result of a past event, payment is probable, settlement is expected to result in an outflow of resources, and the amount of obligation can be estimated reliably. Provisions are measured at the best estimate (including risks and uncertainties) of the expenditure required to settle the present obligation as of the annual closing date, and reflect the present value of expenditures required to settle the obligation where the time value of money is material.

#### (7) Revenue recognition

The Company recognizes revenue based on the following five-step model.

Step 1: Identify the contract with a customer

Step 2: Identify all the individual performance obligations within the contract

Step 3: Determine the transaction price

Step 4: Allocate the price to the performance obligations

Step 5: Recognize revenue as the performance obligations are fulfilled

We have determined that our performance obligations related to network service are normally satisfied over time because network services make various networks accessible during the contract period. Therefore, revenues from network service are recognized monthly on a straight-line basis over the contract period.

System integration revenues consist of the system construction service and the system operating and maintenance service.

Our performance obligations related to system construction service are satisfied over time, because our performance does not create an asset with an alternative use to us and we have an enforceable right to payment for performance completed to date. Therefore, revenues from system construction service are recognized based on the progress of the fulfillment of the performance obligations measured at the end of the reporting period. The progress is measured by the input method based on the incurred cost (cost to cost method) to reflect the progress of the construction properly because we understand that cost is incurred as progress of system construction.

Revenues from system operating and maintenance service are recognized on a straight-line basis over the period when the performance obligations are fulfilled because our performance obligations maintain various systems available to use during the contract period.

ATM commissions are collected when the customers use the ATM services. The revenues are recognized when they are collected because the customers obtain the benefit at the time of use.

(8) Income tax

Income tax expenses are comprised of current and deferred taxes and recognized in profit or loss, except for those arising from other comprehensive income, those recognized directly in equity or those arising from business combinations.

Current taxes are measured at the amount expected to be paid to or recovered from the tax authority. Tax rates and tax laws applied to calculation of tax amounts are enacted or substantively enacted by the annual closing date.

Deferred taxes are recognized for temporary differences between carrying amounts of assets and liabilities as of the reporting date based on tax laws and carrying amounts under IFRS and amounts based on tax accounting, tax loss carryforwards and tax credit carryforwards.

Deferred tax assets and liabilities are not recognized for the following temporary differences:

- Temporary differences arising from the initial recognition of assets and liabilities from transactions, except for business combinations, that do not affect either accounting profit or taxable income (loss).
- Deductible temporary differences related to investments in subsidiaries and associates, and interests in joint arrangements, for which it is probable that the reversal will not occur in the foreseeable future or that taxable profit will not be available against which the temporary difference will be utilized.
- Taxable temporary differences related to investments in subsidiaries and associates, and interests in joint arrangements, for which the Company is able to control the timing of the reversal of the differences and it is probable that the reversal will not occur in the foreseeable future.

Deferred tax liabilities are, in principle, recognized for all taxable temporary differences, and deferred tax assets are for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary difference will be utilized.

Carrying amounts of deferred tax assets are reviewed at the end of each reporting period, and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilized. Any such reduction is subsequently reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset only if the Company has the legal right to settle current tax amounts on a net basis and the deferred tax amounts are levied by the same tax authority on the same entity or different entities that intend to realize the asset and settle the liability at the same time.

(9) Other significant accounting policies

1. Retirement and pension plans

Remeasurement of net defined benefit plan liabilities (assets) are recognized as other comprehensive income as incurred and immediately transferred from other components of equity to retained earnings.

Past service costs are recognized as a profit or loss in the period in which they are incurred.

2. Application of Japanese Group Tax Sharing System

The Company applied the Group Tax Sharing System.

3. Presentation of the amount

The figures are rounded to the nearest million yen.

## 2. Notes to Accounting estimates and judgements

(Impairment test for goodwill and intangible asset with an indefinite useful life)

Measurement of recoverable amount requires us to make various judgements and assumptions including the future cash flows, the discount rate and the growth rate. These assumptions may be impacted significantly by future changes in uncertain economic conditions, which could result in a recognition of impairment loss on our consolidated financial statements in the future.

The amount of goodwill and intangible asset with an indefinite useful life as of March 31, 2023 were JPY 9,859 million and JPY 679 million, respectively.

(Measurement of defined benefit obligations)

The present value of defined benefit obligations are calculated based on actuarial assumptions. These actuarial assumptions require estimates and judgments on variables, such as discount rates. We obtain advice from external pension actuaries with respect to the appropriateness of these actuarial assumptions including these variables. There is the possibility that these assumptions may be affected by changes in uncertain future economic conditions, or by the publication or the amendment of related laws, which may have a material impact on the consolidated financial statements in future periods.

The amount of defined benefit obligations as of March 31, 2023 was JPY 10,297 million.

(Measurement of the progress towards complete satisfaction of the performance obligation of the system construction service)

We have determined the performance obligations of the system construction service are satisfied over time and the appropriate method of measuring progress towards complete satisfaction is input method, i.e. costs incurred relative to the total expected costs to the satisfaction of those performance obligations (cost to cost method). For applying the cost to cost method, the calculation of the total expected cost to the satisfaction of the performance obligations requires us to make various judgement and assumptions. There is the possibility that these assumptions may be affected by changes in uncertain future conditions regarding to the system construction service, such as the increasing production costs incurred to additional requirements from the customer, which may have a material impact on the consolidated financial statements in future periods.

For the year ended March 31, 2023, the amount of revenue from system construction service recognized by the cost to cost method was JPY 35,676 million.

## 3. Notes to Consolidated Balance Sheet

(1) Amount equivalent to accumulated depreciation and amortization of property and equipment:	JPY	21,344	million
(2) Allowance for doubtful accounts directly deducted from the assets			
Current assets			
Trade receivables	JPY	300	million
Other financial assets	JPY	1	million
Non-current assets			
Other financial assets	JPY	34	million

#### 4. Notes to Consolidated Statements of Shareholders' Equity

##### (1) Number of shares issued and outstanding, as of March 31, 2023

(Unit: shares)

Class of stock	Balance at the beginning of current period	Increase	Decrease	Balance at the ending of current period
Common stock	93,534,800	93,534,800	-	187,069,600

(Outline of the cause of changes) In accordance with a resolution authorized at a meeting of board of directors on August 5, 2022, IJ conducted a two-for-one stock split of its common stock, with an effective date of October 1, 2022. As the result of the stock split, the total number of shares issued increased by 93,534,800 shares to 187,069,600 shares.

##### (2) Dividends from surplus

###### (i) Amount of dividends paid

Resolution	Classes of stock	Total amount of dividends	Dividends per share	Record date	Effective date
Ordinary General Meeting of Shareholders held on June 28, 2022	Common stock	JPY 2,258 million	JPY25.00	March 31, 2022	June 29, 2022
Board of Directors' meeting held on November 7, 2022	Common stock	JPY2,643 million	JPY29.25	September 30, 2022	December 2, 2022

(Note) In accordance with a resolution authorized at a meeting of board of directors on August 5, 2022, IJ conducted a two-for-one stock split of its common stock, with an effective date of October 1, 2022. The dividends per share is before the stock split.

###### (ii) Dividends declared during the year ended March 31, 2023 and to be paid during the next fiscal year

Resolution	Classes of stock	Source of dividends	Total amount of dividends	Dividends per share	Record date	Effective date
Ordinary General Meeting of Shareholders to be held on June 28, 2023	Common stock	Retained Earnings	JPY 2,644 million	JPY14.63	March 31, 2023	June ,29 2023

##### (3) Class and number of common stock to be acquired by exercising stock acquisition rights outstanding as of March 31, 2023

	#1 Stock acquisition rights issued on July 14, 2011	#2 Stock acquisition rights issued on July 13, 2012	#3 Stock acquisition rights issued on July 11, 2013
Class and number of common stock to be acquired	Common stock 52,800 shares	Common stock 56,000 shares	Common stock 48,000 shares
	#4 Stock acquisition rights issued on July 10, 2014	#5 Stock acquisition rights issued on July 13, 2015	#6 Stock acquisition rights issued on July 11, 2016
Class and number of common stock to be acquired	Common stock 69,600 shares	Common stock 93,600 shares	Common stock 100,800 shares
	#7 Stock acquisition rights issued on July 14, 2017	#8 Stock acquisition rights issued on July 13, 2018	#9 Stock acquisition rights issued on July 12, 2019
Class and number of common stock to be acquired	Common stock 109,600 shares	Common stock 109,600 shares	Common stock 116,000 shares
	#10 Stock acquisition rights issued on July 10, 2020	#11 Stock acquisition rights issued on July 15, 2021	#12 Stock acquisition rights issued on July 14, 2022
Class and number of common stock to be acquired	Common stock 74,400 shares	Common stock 56,000 shares	Common stock 34,994 shares

(Note) In accordance with a resolution authorized at a meeting of board of directors on August 5, 2022, IJ conducted a two-for-one stock split of its common stock, with an effective date of October 1, 2022. As the result of the stock split, the number of shares subject to the stock acquisition rights from #1 to #11 is adjusted from 400 stocks to 800 stocks per right, that of #12 from 1 stock to 2 stock per right.

##### (4) Other components of equity

Other components of equity includes translation adjustments resulting from the translation of financial statements of foreign subsidiaries, unrealized gains or losses on available-for-sale securities, gains or losses on cash flow hedging derivative instruments and pension liability adjustments.

## 5. Notes to Financial Instruments

### (1) Conditions of financial instruments

#### (i) The Company's policy for financial instruments

We primarily lease our network equipment under capital lease arrangements. Our fund management strategy is that we invest in highly safe and short-term financial instrument within our cash on hand.

#### (ii) Nature and risks of financial instruments

- Account receivables are exposed to credit risks of customers.
- Financial assets measured at fair value are exposed to market volatility risks.
- Accounts payable are mostly due within one year.

#### (iii) Risk management for financial instruments

- The Company controls credit risk in accordance with its credit risk guidelines.
- The Company reviews the fair value of financial assets measured at fair value on a regular basis.
- The Company controls liquidity risk by adequately forecasting and managing liquidity needs.

### (2) Fair value of financial instruments

Book value, fair value and the differences between them as of March 31, 2023 are as follows. Financial instruments with fair values that are extremely difficult to evaluate their fair value are not included in the table below:

(Unit: JPY millions)

	Amount Recognized in Consolidated Statements of Financial Position	Fair Value
<b>Assets</b>		
Other financial assets		
Financial assets measured at amortized cost		
Debt securities	2,000	1,969
<b>Liabilities</b>		
Long-term borrowings (including current portion)	5,660	5,664

(Note) Fair value is calculated by discounting to net present value the total amount of principal and interest using expected interest rates when newly borrowing or undertaking the same transaction.

(3) Fair value of financial instruments

1) Classification of fair value hierarchy by level

IFRS regulates the three levels of fair value hierarchy and inputs used for the fair value measurement are prioritized according to the observable availability. The contents of each inputs are as follows:

Level 1: quoted prices in active markets

Level 2: inputs other than quoted prices included in Level 1 that are observable either directly or indirectly

Level 3: unobservable inputs

2) Financial instruments measured at fair value

The following table presents the Company's assets that are measured at fair value consistent with the fair value hierarchy.

Equity securities

Fair values of marketable financial instruments are evaluated at quoted market prices and these instruments are classified as Level 1. Some equity securities are evaluated based on observable market data, and they are classified as Level 2. If market prices or observable market data do not exist, the Company evaluates fair value by using equity interest in net asset which is added appropriated adjustments based on recent available information, and these financial assets are classified as Level 3..

Investment trust and other securities

Financial instruments which do not have observable market data, the Company evaluates fair value by using equity interest in net asset which is added appropriated adjustments based on recent available information, and these financial assets are classified as Level 3.

(Unit: JPY millions)

	Level 1	Level 2	Level 3	Total
Equity-based financial assets measured at FVTOCI				
Equity securities	7,839	930	1,458	10,227
Financial assets measured at FVTPL				
Investment trust and other securities	-	-	6,946	6,949
Other financial assets	-	173	-	173

Financial instruments classified as Level 3 are mainly composed of non-marketable securities and investment trusts. The valuations of these financial instruments are measured using valuation method with appropriate adjustment to our equity in net assets. The result of the valuations are reviewed and authorized by the appropriate authorized person.

For financial instruments classified as Level 3, significant changes in fair value are not expected if the Company changes the unobservable input to an alternative assumption that can reasonably be considered.

The existence or non-existence of the important transfers between the levels of fair value hierarchy are recognized, assuming that the transfers occurred at the end of each reporting periods.

3) Financial instruments not measured at fair value

Primary methods of measuring financial instruments not measured at fair value are as follows:

Debt securities and Long-term borrowings

Fair values of debt securities and long-term borrowings are calculated by present value discounted by the expected rates if the Company made investments or borrowings on equal terms for the remaining period.

(Unit: JPY millions)

	Level 1	Level 2	Level 3	Total
Assets				
Other financial assets				
Financial assets measured at amortized cost				
Debt securities	-	1,969	-	1,969
Non-current liabilities				
Borrowings	-	5,664	-	5,664

4) Changes in financial assets classified as Level 3

Changes in financial assets classified as Level 3 during the years ended March 31, 2023 are as follows

(Unit: JPY millions)

Equity securities	For the year ended March 31, 2023
Balance at the beginning of the year	1,645
Other comprehensive income (Note1)	(26)
Sale	(10)
Reclassification (Note2)	(151)
Balance at the end of year	1,458

(Unit: JPY millions)

Investment trust and other securities	For the year ended March 31, 2023
Balance at the beginning of the year	6,288
Profit or loss (Note3)	190
Purchase	477
Sale	(9)
Balance at the end of year	6,946

(Notes)

1. Gain or loss included in other comprehensive income is related to investments held at the end date of the year such as non-marketable equity securities. This gain or loss is included in "Changes in fair value of financial assets measured at FVTOCI."
2. Because the observable market data became available for some equity securities, the fair value measurement of them was transferred from Level 3 to Level 2 of hierarchy at March 31, 2023.
3. Gain or loss included in profit or loss are related to financial assets that are measured at FVTPL as of the end date of the year. This gain or loss is included in finance income or finance expenses. Gain or loss included in profit or loss are due to changes in unrealized gain or loss on financial assets held at end of each reporting period.

## 6. Notes to Revenue Recognition

### (1) Breakdown of the revenues

The breakdown of the revenues recognized in the contracts with customers are as follows. The revenue provided to the customers based on the lease contract is included below due to the immateriality.

		JPY millions
Network services		138,922
	Internet connectivity services (enterprise)	40,253
	WAN services	27,626
	Outsourcing services	46,808
	Internet connectivity services (consumer)	24,235
Systems integration		110,944
	Systems construction	42,945
	Systems operation and maintenance	67,999
ATM operation business		2,842
	Total	252,708

### (2) The basic information to understand the revenues

Network service revenue, for which the Company's performance obligations are satisfied over the contractual period, are recognized monthly as profit on a straight-line basis over the period during which the performance obligations are satisfied. Payments are generally made by the end of following month of receiving our services and there is no significant financing components. Initial setup fees received in connection with network services are deferred and the Company performs an assessment to determine whether it in turn, provides a material right for the customer to continue services after the initial contract period. If a contract gives material rights to customers, initial setup fee revenues for the contract are recognized over the estimated average period of the subscription for each service. On the other hand, if the contract does not give a material right, revenue are recognized over the minimum usage period of the subscription for each service.

Systems integration revenue involves one or more of the following deliverables:

- Systems construction services—such services include all or some of the following elements depending on the arrangements to meet each of our customers' requirements: consulting, project planning, system design and the development of network systems. These services also include software installation, as well as hardware configuration and installation.
- Software—we resell third-party software such as Oracle and Windows to our customers, which are installed by us during the system development process.
- Hardware—we also resell third-party hardware, primarily servers, switches and routers, which we install during the system development process. Hardware sold is generic hardware that is often sold by third-party manufacturers and resellers.
- Monitoring and operating services—we monitor our customers' network activity and internet connectivity to detect and report problems. We also provide live data backup services.
- Hardware and software maintenance services—we repair or replace malfunctioned hardware parts. We also troubleshoot software and provide suitable solutions to customers.

System construction services are generally delivered over a period from three to nine months. All hardware and software are delivered and installed during this period. Customers are required to pay a fixed fee that is not payable until after the system construction has been completed and accepted by our customers. Payments are generally made by the end of following month of the customer acceptance and there is no significant financing components.

Monitoring, operating, and hardware and software maintenance services generally commence once our customers have accepted the systems, and contract periods are generally from one to five years. Our contracts include a stated annual fee for these services. Payments are generally made by the end of following month of receiving our services and there is no significant financing components.

For arrangements with multiple performance obligations, including system construction services, hardware, software and undelivered services (e.g., monitoring, operating and hardware and software maintenances services), the Company allocates revenue to all performance obligations based on standalone selling prices. Revenue allocations are performed based on certain key judgements. Standalone selling prices are estimated based on all the reasonably available information including market status, the Company's own factors, and other observable inputs, and using a range of prices properly defined for the purpose of allocation.

Accounting methods for each performance obligation identified and the period for recognition of each performance obligation are as follows:

- Revenue allocated to the performance obligations of system construction services and hardware and software are recognized over the periods during which the performance obligations are fulfilled. The progress is measured by the input method based on the incurred cost (cost to cost method) because we understand that cost is incurred as progress of system construction.
- Revenue related to monitoring, operating and hardware and software maintenance services is recognized on a straight-line basis over the contract period because the Company's performance obligations for these services are satisfied over the contractual periods. The same applies for network services revenue.

The Company evaluates whether it is appropriate to record the gross amount of revenues and related costs or the net amount earned in reporting system construction services and equipment sales, depending on whether the Company functions as the principal or agent.

ATM operation business revenues consist primarily of commissions for ATM withdrawal transactions. The ATM commissions collected at each withdrawal are recognized as ATM operation revenues because customers receive benefits at the time of use.

(3) Information to understand the revenue of the reporting period and the subsequent periods.

i) Contract assets and contract liabilities

Contract assets represent the rights at the end of the reporting period to receive considerations, excluding receivables, in exchange for the fulfillment of performance obligations, mainly in system construction services including software installation and/or hardware configuration and installation. Contract assets are reclassified to receivables when all conditions other than the passage of time are resolved upon completion of the system construction service.

Contract liabilities represent the excess of the consideration received by the customers over the amount for which revenue is already recognized, mainly in monitoring and operating services and/or hardware and software maintenance services. Revenues from contract liabilities are recognized as we transfer those services to a customer and satisfy those performance obligations.

Among the revenue recorded for the year ended March 31, 2023, JPY 9,828 million were recognized from the balance of contract liabilities as of March 31, 2022.

ii) Transaction price allocated to remaining performance obligations

Transaction prices allocated to remaining performance obligations as of March 31, 2023 is JPY 41,210 million, which are related to the following services:

- System construction services
- Monitoring, operating and maintenance of hardware and software
- Network services with contracts that give material rights that affect customers' decisions regarding continuing services.

The Company estimates that JPY 25,831 million of revenue related to remaining performance obligations will be recognized within one year and JPY 15,379 million after one year but within six years. Contractual periods of services other than those described above are generally less than one year, and information on remaining performance obligations related to these services is not presented due to immateriality.

7. Notes to per Share Information

(1) Total shareholders' equity per share: JPY 653.67

(2) Basic net income attributable to IJ per share: JPY 104.26

(Note)

IJ conducted a two-for-one stock split of its common stock, with an effective date of October 1, 2022. As a result of the stock split, the total shareholders' equity per share and the basic net income attributable to IJ per share are the figures adjusted for the stock split.

## 8. Subsequent Events

### (Acquisition and cancellation of treasury stock)

At the extraordinary meeting of the Board of Directors on May 18, 2023, IIJ resolved to purchase its treasury stock pursuant to the provisions of Article 156 of the Companies Act as replaced and applied mutatis mutandis pursuant to the provisions of Article 165, paragraph 3 of the Companies Act, and resolved to cancel all the treasury stock acquired by the aforementioned resolution, pursuant to Article 178 of the Companies Act.

#### (1) Purpose of acquisition and cancellation of treasury stock

IIJ has been considering its capital management policy in response to the Nippon Telegraph and Telephone Corporation's policy of disposing of a portion of the shares of IIJ's common stock held by it, the largest shareholder of IIJ as of March 31, 2023, to dispose of a portion of IIJ's common stock. Under such circumstance, considering the impact on, among others, the market price of IIJ's common stock from a substantial number of shares being released into the market at once, and in order to improve IIJ's capital efficiency and enhance shareholder returns with due consideration of the IIJ's financial base, IIJ decided to implement the acquisition and the cancellation of treasury stock for a part of the portion of IIJ's common stock that Nippon Telegraph and Telephone Corporation intends to sell.

#### (2) Resolution of Board of Directors on acquisition of treasury stock

- |       |                                       |   |
|-------|---------------------------------------|---|
| (i)   | Class of shares to be acquired        | IIJ's common stock  |
| (ii)  | Total number of shares to be acquired | 4,320,000 shares (maximum)  |
| (iii) | Total amount of shares to be acquired | JPY12,536,640 thousand (maximum)  |
| (iv)  | Method of the acquisition             | Purchase through off-auction own share repurchase trading (ToSTNeT-3) of the Tokyo Stock Exchange |
| (v)   | Scheduled date of the acquisition     | May 19, 2023  |

#### (3) Resolution of Board of Directors on cancellation of treasury stock

- |       |  |                            |
|-------|--|----------------------------|
| (i)   | Class of shares to be cancelled        | IIJ's common stock         |
| (ii)  | Total number of shares to be cancelled | 4,320,000 shares (maximum) |
| (iii) | Scheduled date of the cancellation     | May 22, 2023               |

(Note) All of the shares of treasury stock acquired in accordance with "(2) Resolution of Board of Directors on acquisition of treasury stock" above will be cancelled.

#### (4) Result of the acquisition of treasury stock

- |       |                                 |                        |
|-------|---------------------------------|------------------------|
| (i)   | Total number of shares acquired | 3,928,500 shares       |
| (ii)  | Total amount of shares acquired | JPY11,400,507 thousand |
| (iii) | Acquisition date                | May 19, 2023           |

#### (5) Result of cancellation of treasury stock

- |      |                                  |                  |
|------|----------------------------------|------------------|
| (i)  | Total number of shares cancelled | 3,928,500 shares |
| (ii) | Cancellation date                | May 22, 2023     |

### (Borrowing funds)

At the extraordinary meeting of the Board of Directors on May 18, 2023, IIJ resolved to borrow funds as follows.

- |     |                              |  |
|-----|------------------------------|--|
| (1) | Use of funds                 | Acquisition of treasury stock  |
| (2) | Lenders                      | Sumitomo Mitsui Banking Corporation<br>MUFG Bank, Ltd.<br>Mizuho Bank, Ltd.<br>SUMITOMO MITSUI TRUST BANK, LIMITED |
| (3) | Total amount of borrowings   | JPY 12,000 million   |
| (4) | Interest rate                | Base rate + spread   |
| (5) | Scheduled date of borrowings | May 23, 2023   |
| (6) | Term of borrowings           | Short-term borrowings (less than one year)   |
| (7) | Collateral/Guarantee         | Unsecured and unguaranteed   |

## Non-Consolidated Statement of changes in Net Assets

(From April 1, 2022 through March 31, 2023)

(Unit: JPY millions)

	Shareholders' Equity							
	Common Stock	Capital Surplus			Earned Surplus			
		Legal Capital Surplus	Other Capital Surplus	Total Capital Surplus	Legal Surplus	Other Earned Surplus		Total Earned Surplus
						Reserve for Advanced Depreciation of Fixed Assets	Earned Surplus Brought Forward	
Balance, March 31, 2022	23,023	9,743	173	9,916	502	274	49,582	50,358
Changes								
Payment of dividends	-	-	-	-	-	-	(4,901)	(4,901)
Provision of reserve for advanced depreciation of fixed assets						26	(26)	-
Reversal of reserve for advanced depreciation of fixed assets	-	-	-	-	-	(39)	39	-
Net income	-	-	-	-	-	-	17,422	17,422
Purchase of treasury stock	-	-	-	-	-	-	-	-
Disposal of treasury stock	-	-	148	148	-	-	-	-
Net changes other than shareholders' equity	-	-	-	-	-	-	-	-
Total changes	-	-	148	148	-	(13)	12,534	12,521
Balance, March 31, 2023	23,023	9,743	321	10,064	502	261	62,116	62,879

	Shareholders' Equity		Valuation and Translation Adjustments	Subscription Rights to Shares	Total Net Assets
	Treasury Stock	Total Shareholders' Equity	Net Unrealized Holding Gains(losses) on Securities		
Balance, March 31, 2022	(1,840)	81,457	5,992	475	87,924
Changes					
Payment of dividends	-	(4,901)	-	-	(4,901)
Provision of reserve for advanced depreciation of fixed assets	-	-	-	-	-
Reversal of reserve for advanced depreciation of fixed assets	-	-	-	-	-
Net income	-	17,422	-	-	17,422
Purchase of treasury stock	0	0	-	-	0
Disposal of treasury stock	20	168	-	-	168
Net changes other than shareholders' equity	-	-	(1,234)	79	(1,155)
Total changes	20	12,689	(1,234)	79	11,534
Balance, March 31, 2023	(1,820)	94,146	4,758	554	99,458

## **• Notes to Non-Consolidated Financial Statements**

### 1. Notes to Significant Matters Regarding Accounting Policies of Non-Consolidated Financial Statements

#### 1-1. Basis for valuation and recording of assets

##### (1) Valuation and methods for securities

Shares of subsidiaries and affiliates: Stated at cost based on the moving-average method.

Other securities:

##### Marketable Securities:

Market value method based on the market price as of the end of the fiscal year (all of the changes in the fair value are directly reported in valuation and translation adjustment in shareholders' equity, while the cost of the securities at the time of their sale is calculated using the moving- average method).

##### Non-Marketable Securities:

Stated at cost based on the moving-average method.

Investments in limited liability investment partnerships and similar partnerships are accounted for by including IJ's net equity in these investments based on the most recent statement of accounts available according to the report on financial accounts stipulated in the investment partnership agreements.

##### (2) Valuation and methods for inventories

Inventories are stated at cost (the balance is adjusted to reflect declines in profitability).

Merchandise and supplies: moving-average method

Work in process: specific identification method

#### 1-2. Depreciation methods for assets

##### (1) Property, Plant and Equipment (excluding assets under capital lease)

Straight-line method

Depreciable assets whose acquisition values are JPY100 thousand or more but less than JPY200 thousand are depreciated in equal installments over three years.

The useful lives of major depreciable assets are as specified below:

Buildings:	20 to 50 years
Plant and buildings facilities annexed:	4 to 20 years
Construction other than buildings:	4 to 45 years
Tools, machines, instruments and equipment:	2 to 20 years

##### (2) Intangible fixed assets (excluding assets under capital lease)

Straight-line method

Internal-use software is amortized over the estimated useful lives (5 to 7 years).

Goodwill is amortized over 20 years and customer relationships are amortized over 12 to 19 years, which reflects the pattern of economic benefit over their estimated useful lives.

##### (3) Assets under capital lease

Capital leases other than those deemed to transfer ownership of properties to lessees are amortized over the term of leases on a straight-line basis and the residual values equal zero.

### 1-3. Basis for recording allowances

#### (1) Allowance for doubtful accounts

To prepare for possible losses resulting from non-payments of account receivables for trade and loans and others, an allowance is provided from past history in the case of general receivables. In the case of credits for which the relevant debtors are likely to default and other certain credits, such allowance is based on the anticipated uncollectible amount after assessment of likelihood of non-payment of individual customers.

#### (2) Accrued pension cost

To prepare for payments of retirement benefits to employees, a reserve is provided based on the projected retirement benefits obligations and pension assets as of the end of the current fiscal term. Accounting methods used are as follows:

##### 1) Method of attributing the estimated benefit obligation to periods

Upon calculating the retirement benefit obligation, the estimated benefit obligation is attributed to periods up until the fiscal year under review on a benefit formula basis.

##### 2) Amortization method of actuarial calculation differences

The difference arising from actuarial computations is amortized and expensed in the subsequent fiscal term using the straight-line method over a certain number of years not exceeding the average number of remaining service years of the employees at the time of accrual of such payment (12 years).

#### (3) Accrued directors' and company auditors' retirement benefits

To prepare for payment of retirement benefits to Standing Directors and Company Auditors, IJ calculates the required amount based on regulation of Directors' and Company Auditors' retirement benefits.

On May 26, 2011, IJ's Board of Directors resolved to abolish the retirement allowance plan for Standing Directors. In connection with this decision, IJ proposed to grant a retirement allowance to incumbent Directors in line with the abolished Directors' retirement allowance plan, in order to reward the aforementioned persons for their services during their respective terms of office up to the closing of the Ordinary General Meeting of Shareholders on June 28, 2011 and it was resolved accordingly at the Ordinary General Meeting of Shareholders on June 28, 2011. The payment of each of the retirement allowances will be made for a reasonable amount in accordance with IJ's established rules at the time of retirement of each Director. Accordingly, the allowance for retirement payment was included in "Accrued directors' and company auditors' retirement benefits".

On May 25, 2016, IJ's Board of Directors resolved to abolish the retirement allowance plan for Standing Company Auditors. In connection with this decision, IJ proposed to grant a retirement allowance to incumbent Company Auditors in line with the abolished Auditors' retirement allowance plan in order to reward the aforementioned persons for their services during their respective terms of office up to the closing of the Ordinary General Meeting of Shareholders on June 24, 2016 and it was resolved accordingly at the Ordinary General Meeting of Shareholders on June 24, 2016. The payment of each of the retirement allowances will be made for a reasonable amount in accordance with IJ's established rules at the time of retirement of each Company Auditor. Accordingly, the allowance for retirement payment was included in "Accrued directors' and company auditors' retirement benefits."

### 1-4. Basis for recording sales and costs

IJ recognizes revenue based on the following five-step model.

Step 1: Identify the contract with a customer

Step 2: Identify all the individual performance obligations within the contract

Step 3: Determine the transaction price

Step 4: Allocate the price to the performance obligations

Step 5: Recognize revenue as the performance obligations are fulfilled

IJ has determined that our performance obligations related to network service are normally satisfied over time because network services make various networks accessible during the contract period. Therefore, revenues from network service are recognized monthly on a straight-line basis over the contract period.

System integration revenues consist of the system construction service and the system operating and maintenance service.

Our performance obligations related to system construction service are satisfied over time, because our performance does not create an asset with an alternative use to us and we have an enforceable right to payment for performance completed to date. Therefore, revenues from system construction service are recognized based on the progress of the fulfillment of the performance obligations measured at the end of the reporting period. The progress is measured by the input method based on the incurred cost (cost to cost method) to reflect the progress of the construction properly because we understand that cost is incurred as progress of system construction.

Revenues from system operating and maintenance service are recognized on a straight-line basis over the period when the performance obligations are fulfilled because our performance obligations maintain various systems available to use during the contract period.

### 1-5. Other significant accounting policies

#### (1) Presentation of the amount

The figures are rounded to the nearest million yen.

## 2. Notes to Changes in Accounting Policies

### (Application of Implementation Guidance on Accounting Standard for Fair Value Measurement)

IJ has applied the "Implementation Guidance on Accounting Standard for Fair Value Measurement" (ASBJ Guidance No. 31, June 17, 2021, here in after referred to "Guidance") from the beginning of the current fiscal year. In accordance with the transitional measures provided for in paragraph 27-2 of this Guidance, IJ has prospectively applied the new accounting policy provided for by this Guidance. There is no impact on the financial statements from the application of this standard.

## 3. Notes to Accounting estimates and judgements

### (Measurement of retirement benefit obligations)

The present value of retirement benefit obligations are calculated based on actuarial assumptions. These actuarial assumptions require estimates and judgments on variables, such as discount rates. We obtain advice from external pension actuaries with respect to the appropriateness of these actuarial assumptions including these variables. There is the possibility that these assumptions may be affected by changes in uncertain future economic conditions, or by the publication or the amendment of related laws, which may have a material impact on the financial statements in future periods.

The amount of retirement benefit obligations as of March 31, 2023 was JPY 9,563 million.

### (Measurement of the progress towards complete satisfaction of the performance obligation of the system construction service)

We have determined the performance obligations of the system construction service are satisfied over time and the appropriate method of measuring progress towards complete satisfaction is input method, i.e. costs incurred relative to the total expected costs to the satisfaction of those performance obligations (cost to cost method). For applying the cost to cost method, the calculation of the total expected cost to the satisfaction of the performance obligations requires us to make various judgement and assumptions. There is the possibility that these assumptions may be affected by changes in uncertain future conditions regarding to the system construction service, such as the increasing production costs incurred to additional requirements from the customer, which may have a material impact on the financial statements in future periods.

For the year ended March 31, 2023, the amount of revenue from system construction service recognized by the cost to cost method was JPY 21,242 million.

## 4. Notes to Non-Consolidated Balance Sheet

Monetary claims and liabilities to affiliated companies (excluding monetary claims or liabilities presented separately)

Short-term monetary claims:	JPY	992	million
Short-term monetary liabilities:	JPY	3,304	million

## 5. Notes to Non-Consolidated Statement of Income

Transactions with affiliated companies (other than accounts separately presented in financial statements)

Revenues:	JPY	6,975	million
Purchases:	JPY	26,474	million
Turnover from non-operating transactions:	JPY	62	million

## 6. Notes to Non-Consolidated Statement of Shareholders' Equity

Number of treasury stock as of March 31, 2023

Common stock:	6,371,732	shares
---------------	-----------	--------

## 7. Asset Retirement Obligations

(1) IJ recorded asset retirement obligations for restoration expenses of office premises and land for company offices or data centers in order to comply with the lease agreements.

### (2) Calculation method for asset retirement obligations

The asset retirement obligations were calculated using the estimated use period for leasehold of 20 years based on the contract period, headquarter office space of 15 years and branch offices of 20 years based on the current office plan and with the discount rate estimated to be from 0.2% to 3.0%, calculated based on the distribution yield of Japanese government bonds for the corresponding period.

### (3) Increase and decrease of asset retirement obligations as of March 31, 2023

Balance at beginning of the fiscal year:	JPY	751	million
Other increases:	JPY	13	million
Balance at end of the fiscal year:	JPY	764	million

## 8. Deferred Tax Accounting

### (1) Major components of deferred tax assets and liabilities:

	(Unit: JPY millions)
Deferred tax assets	
Impairment loss on investment securities	107
Accrued directors' and company auditors' retirement benefits	61
Accrued pension and severance cost	1,235
Allowance for doubtful accounts	99
Impairment loss on investments in affiliated companies	2,299
Loss on disposal of telephone rights	47
Impairment loss of telephone rights	19
Accrued enterprise taxes	280
Deferred revenue	202
Asset retirement obligations	234
Over depreciation	697
Stock-based compensation	170
Others	328
Subtotal of deferred tax assets	<u>5,778</u>
Valuation allowance	<u>(3,009)</u>
Total of deferred tax assets	2,769
Deferred tax liabilities	
Unrealized gain on other securities	2,098
Customer relationships	149
Reserve for advanced depreciations of fixed assets	115
Asset retirement cost	95
Gain on investment securities	172
Total of deferred tax liabilities	<u>2,629</u>
Net amount of deferred tax liabilities	<u>140</u>

### (2) Application of the Practical Solution on the Accounting and Disclosure under the Group Tax Sharing System

IJJ made a shift from the consolidated taxation system to the group tax sharing system in the current fiscal year under review. Consequently, regarding accounting processing and disclosures for income taxes, local corporate income taxes and tax effect accounting, the Company started to apply the Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System (Accounting Standards Board of Japan (ASBJ) Practical Issues Task Force No. 42 issued August 12, 2021, hereinafter "PITF No. 42").

## 9. Notes Regarding Related Party Transactions

### (1) Transactions with subsidiaries

Type of related company	Name	Business	Ownership	Relation with related parties		Nature of transaction	Amount of transaction (JPY millions)	Account	Balance as of March 31, 2023 (JPY millions)
				Collateral offices of directors	Business Relation				
Subsidiary	Trust Networks	ATM operation Business	80.6% (Direct owning)	Yes	Customer	Borrowings of funds	2,000 (Note -1)	Short-term borrowings from affiliated companies	2,000
Subsidiary	IIJ-EG	Operation and monitoring of network systems, customer service support, and call centers	100.0% (Direct owning)	Yes	Customer and supplier	Purchase related to construction work for network systems, operation, and maintenance	10,588 (Note-2)	Accounts payable	65
						Borrowings of funds	400 (Note-1)	Accounts payable - other	1,245
Affiliate's subsidiary	DeCurret DCP	Financial services for digital currency exchange and settlement	38.2% (Indirect owning)	Yes	Customer	Acquisition of corporate bond	2,000 (Note-3)	Bonds of affiliated companies	2,000

### (2) Transactions with other related companies' subsidiaries

Type of related company	Name	Business	Ownership	Relation with related parties		Nature of transaction	Amount of transaction (JPY millions)	Account	Balance as of March 31, 2023 (JPY millions)
				Collateral offices of directors	Business Relation				
Other related company's subsidiary	NTT DOCOMO, INC	Telecommunications services	No	No	Customer and supplier	Mobile infrastructure service, operation, and maintenance related to mobile services	13,904 (Note-4)	Accounts payable	0
Other related company's subsidiary	NTT TC Leasing Co., Ltd.	Leasing services	No	No	Customer and lease equipment seller	Purchase of lease equipment	1,717 (Note-5)	Capital lease obligations	3,233
								Accounts payable - other	0

(Note) Terms and conditions of the above transactions:

- 1 Short-term borrowings with Trust Networks and IIJ-EG are based on the policy to use group finance efficiently. The interest is based on the external financing.
- 2 The purchase price is determined based on an estimate obtained for each project, taking into consideration the market price.
- 3 IIJ acquired corporate bonds of DeCurret DCP. The interest is based on the external financing.
- 4 Data connection charge is calculated and determined based on the cost and communication bandwidth under the "Telecommunications Business Law" and the "Interconnection Charges Rules for Category II Designated Telecommunications Facilities".
- 5 The purchase price is determined based on an estimate obtained for each transaction, taking into consideration the market price.

## 10. Notes to Revenue recognition

The basic information to understand the revenues is omitted as it is same as the notes to consolidated financial statements.

## 11. Notes to Per Share Information

- (1) Net assets per share: JPY 547.35
- (2) Net income per share: JPY 96.42

(Note)

IIJ conducted a two-for-one stock split of its common stock, with an effective date of October 1, 2022. As a result of the stock split, the net assets per share and the net income per share are the figures adjusted for the stock split.

## 12. Subsequent Events

### (Acquisition and cancellation of treasury stock)

At the extraordinary meeting of the Board of Directors on May 18, 2023, IJ resolved to purchase its treasury stock pursuant to the provisions of Article 156 of the Companies Act as replaced and applied mutatis mutandis pursuant to the provisions of Article 165, paragraph 3 of the Companies Act, and resolved to cancel all the treasury stock acquired by the aforementioned resolution, pursuant to Article 178 of the Companies Act.

#### (1) Purpose of acquisition and cancellation of treasury stock

IJ has been considering its capital management policy in response to the Nippon Telegraph and Telephone Corporation's policy of disposing of a portion of the shares of IJ's common stock held by it, the largest shareholder of IJ as of March 31, 2023, to dispose of a portion of IJ's common stock. Under such circumstance, considering the impact on, among others, the market price of IJ's common stock from a substantial number of shares being released into the market at once, and in order to improve IJ's capital efficiency and enhance shareholder returns with due consideration of the IJ's financial base, IJ decided to implement the acquisition and the cancellation of treasury stock for a part of the portion of IJ's common stock that Nippon Telegraph and Telephone Corporation intends to sell.

#### (2) Resolution of Board of Directors on acquisition of treasury stock

- |       |                                       |   |
|-------|---------------------------------------|---|
| (i)   | Class of shares to be acquired        | IJ's common stock   |
| (ii)  | Total number of shares to be acquired | 4,320,000 shares (maximum)  |
| (iii) | Total amount of shares to be acquired | JPY12,536,640 thousand (maximum)  |
| (iv)  | Method of the acquisition             | Purchase through off-auction own share repurchase trading (ToSTNeT-3) of the Tokyo Stock Exchange |
| (v)   | Scheduled date of the acquisition     | May 19, 2023  |

#### (3) Resolution of Board of Directors on cancellation of treasury stock

- |       |  |                            |
|-------|--|----------------------------|
| (i)   | Class of shares to be cancelled        | IJ's common stock          |
| (ii)  | Total number of shares to be cancelled | 4,320,000 shares (maximum) |
| (iii) | Scheduled date of the cancellation     | May 22, 2023               |

(Note) All of the shares of treasury stock acquired in accordance with "(2) Resolution of Board of Directors on acquisition of treasury stock" above will be cancelled.

#### (4) Result of the acquisition of treasury stock

- |       |                                 |                        |
|-------|---------------------------------|------------------------|
| (i)   | Total number of shares acquired | 3,928,500 shares       |
| (ii)  | Total amount of shares acquired | JPY11,400,507 thousand |
| (iii) | Acquisition date                | May 19, 2023           |

#### (5) Result of cancellation of treasury stock

- |      |                                  |                  |
|------|----------------------------------|------------------|
| (i)  | Total number of shares cancelled | 3,928,500 shares |
| (ii) | Cancellation date                | May 22, 2023     |

### (Borrowing funds)

At the extraordinary meeting of the Board of Directors on May 18, 2023, IJ resolved to borrow funds as follows.

- |     |                              |  |
|-----|------------------------------|--|
| (1) | Use of funds                 | Acquisition of treasury stock  |
| (2) | Lenders                      | Sumitomo Mitsui Banking Corporation<br>MUFG Bank, Ltd.<br>Mizuho Bank, Ltd.<br>SUMITOMO MITSUI TRUST BANK, LIMITED |
| (3) | Total amount of borrowings   | JPY 12,000 million   |
| (4) | Interest rate                | Base rate + spread   |
| (5) | Scheduled date of borrowings | May 23, 2023   |
| (6) | Term of borrowings           | Short-term borrowings (less than one year)   |
| (7) | Collateral/Guarantee         | Unsecured and unguaranteed   |