

HARRISON GLOBAL HOLDINGS INC.

(Exempted Company Incorporated and Existing under the Laws of the Cayman Islands)

(the “Company”)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To be held on **January 9, 2026 at 12:00 p.m. Eastern Time** [Note: the EGM shall be called by not less than 10 clear day's notice, i.e. excluding date of the notice and date of EGM]

Virtual-Only Meeting

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Harrison Global Holdings Inc. (the “Company”) will be held **virtually** via electronic facilities on **January 9, 2026 at 12:00 p.m. Eastern Time** (the “EGM”) for the following purposes:

Resolution 1 — Approval of Share Consolidation of Class A Ordinary Shares

To approve, as an ordinary resolution, that effective immediately upon close of the EGM:

- (a) the share consolidation of the Company’s issued and unissued class A ordinary shares of par value US\$\$0.00000002 each in the Company at a ratio of one (1)-for fifty (50) (the “**Share Consolidation**”) be and is hereby approved so that following the Share Consolidation, the authorized share capital of the Company will be changed from:

US\$50,000 divided into [2,499,950,000,000] Class A ordinary shares of a nominal or par value of US\$[0.00000002] each and 50,000,000 Class B ordinary shares of a nominal or par value of US\$0.00000002 each and such class or classes (however designated) as the Board may determine in accordance with Article 12 of the Articles of Association of the Company

to

US\$50,000 divided into [49,999,000,000] Class A ordinary shares of a nominal or par value of US\$[0.000001] each (the “**Class A Ordinary Shares**”) and 50,000,000

Class B ordinary shares of a nominal or par value of US\$0.00000002 each (the “**Class B Ordinary Shares**”) and such class or classes (however designated) as the Board may determine in accordance with Article 12 of the Articles of Association of the Company;

(b) in respect of any and all fractional entitlements to the issued consolidated shares resulting from the Share Consolidation, if so determined by the board of directors of the Company in its sole discretion, the directors of the Company (the “**Directors**”) be and are hereby authorized to settle as they consider expedient any difficulty which arises in relation to the Share Consolidation, including but without prejudice to the generality of the foregoing capitalizing all or any part of any amount for the time being standing to the credit of any reserve or fund of the Company (including profit and loss account) whether or not the same is available for distribution and applying such sum in paying up unissued Class A Ordinary Shares to be issued to shareholders of the Company to round up any fractions of Class A Ordinary Shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation, and to authorize the Board to do all other acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by or giving effect to and implementing the Share Consolidation, including instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Share Consolidation.

Resolution 2 — Approval of Third Amended & Restated Memorandum and Articles of Association

To approve, as a special resolution that subject to the Share Consolidation in Resolution No. 1 taking effect:

- (a) the third amended and restated memorandum of association and articles of association of the Company (collectively, the “**New M&A**”) in the form set out in Appendix 1, be and are approved and adopted as the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company respectively (the “**Adoption of New M&A**”);
- (b) each Director of the Company be, and hereby is, authorized, approved and directed, on behalf of the Company, to execute such further documents and take such further actions as such Director shall deem necessary, appropriate or advisable in order to

carry out the intent and purposes of this resolution, and any and all actions already taken by such Director in connection with this resolution (including his/her prior execution and delivery of any document by such Director) be ratified, approved and confirmed and adopted in all respects; and

- (c) the registered office provider of the Company be and is hereby instructed to make all such filings with the Registrar of Companies in the Cayman Islands to implement and give effect to the matters approved herein.

Only shareholders of record at the close of business on **December 20, 2025** are entitled to notice of, and to vote at, the EGM or any adjournment thereof.

Meeting Access

This EGM will be **virtual-only**. Shareholders may attend, participate, and vote via the following link:

www.virtualshareholdermeetings.com/BLMZ2026

Please refer to the Proxy Statement for login details and voting instructions. **[Note: no such details in the proxy statement – please insert]**

BY ORDER OF THE BOARD

Roshin Nakade

Director, Co-Chairman & Co- CEO

Dated: **December 29, 2025**

PROXY STATEMENT

FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To be held **January 9, 2026**

SUMMARY OF PROPOSALS

Resolution 1 — Approval of Share Consolidation of Class A Ordinary Shares

The Board of Directors unanimously recommends that shareholders vote “**FOR**” Proposal No. 1 as an ordinary resolution which is set out below.

“To approve, as an ordinary resolution, that effective immediately upon close of the EGM:

- (a) the share consolidation of the Company’s issued and unissued class A ordinary shares of par value US\$\$0.00000002 each in the Company at a ratio of one (1)-for fifty (50) (the “**Share Consolidation**”) be and is hereby approved so that following the Share Consolidation, the authorized share capital of the Company will be changed from:

US\$50,000 divided into [2,499,950,000,000] Class A ordinary shares of a nominal or par value of US\$[0.0000002] each and 50,000,000 Class B ordinary shares of a nominal or par value of US\$0.00000002 each and such class or classes (however designated) as the Board may determine in accordance with Article 12 of the Articles of Association of the Company

to

US\$50,000 divided into [49,999,000,000] Class A ordinary shares of a nominal or par value of US\$[0.000001] each (the “**Class A Ordinary Shares**”) and 50,000,000 Class B ordinary shares of a nominal or par value of US\$0.00000002 each (the “**Class B Ordinary Shares**”) and such class or classes (however designated) as the Board may determine in accordance with Article 12 of the Articles of Association of the Company;

- (b) in respect of any and all fractional entitlements to the issued consolidated shares resulting from the Share Consolidation, if so determined by the board of directors of the Company in its sole discretion, the directors of the Company (the “**Directors**”) be and are hereby authorized to settle as they consider expedient any difficulty which arises in relation to the Share Consolidation, including but without prejudice to the generality of the foregoing capitalizing all or any part of any amount for the

time being standing to the credit of any reserve or fund of the Company (including profit and loss account) whether or not the same is available for distribution and applying such sum in paying up unissued Class A Ordinary Shares to be issued to shareholders of the Company to round up any fractions of Class A Ordinary Shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation, and to authorize the Board to do all other acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by or giving effect to and implementing the Share Consolidation, including instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Share Consolidation.”

The Share Consolidation is intended to:

- Support compliance with **Nasdaq continued listing requirements**
- Create financing and strategic flexibility
- Improve perceptions of the Company’s capital structure
- Enhance positioning for upcoming business development and recapitalization initiatives

Shares Affected

- **Class A Ordinary Shares:** subject to 1-for-50 consolidation
- **Class B Ordinary Shares: not** affected (no change in rights or economic entitlements)

This governance-preserving structure was **intentionally designed** and previously aligned with senior management and key stakeholders.

Before & After — Illustrative Share Impact Table

	Before Reverse Split	After Reverse Split
Class A Ordinary Shares	100,000,000	2,000,000
Class B Ordinary Shares	10,000,000	10,000,000 (unchanged)
Voting Power %	91%	~67%

	Before Reverse Split	After Reverse Split
Economic %	91%	~67%

Figures for demonstration — actual numbers depend on shares outstanding as of the effective time.

Fractional Shares

In respect of any and all fractional entitlements to the issued consolidated shares resulting from the Share Consolidation, if so determined by the board of directors of the Company in its sole discretion, the Directors will be authorized to settle as they consider expedient any difficulty which arises in relation to the Share Consolidation, including but without prejudice to the generality of the foregoing capitalizing all or any part of any amount for the time being standing to the credit of any reserve or fund of the Company (including profit and loss account) whether or not the same is available for distribution and applying such sum in paying up unissued Class A Ordinary Shares to be issued to shareholders of the Company to round up any fractions of Class A Ordinary Shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation.

Risks/Legal Cautions (Standard U.S. Disclosure)

Shareholders should consider:

- Potential market volatility following implementation
- Risk of reduced liquidity if share count declines significantly
- No guarantee that the Board will implement the Share Consolidation if market conditions shift

Board Recommendation

The Board unanimously recommends a vote “FOR” Proposal No. 1.

Resolution 2 — Approval of Third Amended & Restated Memorandum and Articles of Association

The Board of Directors unanimously recommends that shareholders vote “**FOR**” Proposal No. 2 as a special resolution which is set out below.

“Subject to the Share Consolidation in Resolution No. 1 taking effect:

- (a) the third amended and restated memorandum of association and articles of association of the Company (collectively, the “**New M&A**”) in the form set out in Appendix 1, be and are approved and adopted as the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company respectively (the “**Adoption of New M&A**”);
- (b) each Director of the Company be, and hereby is, authorized, approved and directed, on behalf of the Company, to execute such further documents and take such further actions as such Director shall deem necessary, appropriate or advisable in order to carry out the intent and purposes of this resolution, and any and all actions already taken by such Director in connection with this resolution (including his/her prior execution and delivery of any document by such Director) be ratified, approved and confirmed and adopted in all respects; and
- (c) the registered office provider of the Company be and is hereby instructed to make all such filings with the Registrar of Companies in the Cayman Islands to implement and give effect to the matters approved herein.”

Board Recommendation

The Board unanimously recommends a vote “FOR” Proposal No. 2.

Appendix 1

New M&A

FORM OF PROXY CARD

(Broadridge-compliant formatting and codes included — text below)

HARRISON GLOBAL HOLDINGS INC. (the “Company”)

Proxy for the Extraordinary General Meeting (the “**EGM**”) to be held **virtually** via electronic facilities on January 9, 2026 – 12:00 p.m. Eastern Time

This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby acknowledges receipt of the notice of an EGM dated _____ 2025 (the “**Notice**”), and appoints the chairman of the EGM* or _____ of _____,

with full power of substitution, to act as proxy for the undersigned and authorizes such person to represent and vote all of the shares of the Company that the undersigned is entitled to vote at the EGM, and any adjournment or postponement thereof, with respect to all of the matters set forth below, and with discretionary authority as to any other matters that may properly come before the EGM or any adjournment or postponement thereof.

This proxy card must be signed by the person registered in the register of members of the Company at the close of business on December 20, 2025 (Eastern Time) (the “Record Date”). In the case of a corporation, this Proxy Card must be executed by a duly authorized officer or attorney.

Proposal No. 1 — Share Consolidation[#]

The Board of Directors recommends a vote **FOR** Proposal No. 1.

- FOR**
- AGAINST
- ABSTAIN

Proposal No. 2 — Approval of Third Amended & Restated Memorandum and Articles of Association[#]

The Board of Directors recommends a vote **FOR** Proposal No. 2.

- FOR**
- AGAINST
- ABSTAIN

Please refer to the Notice for full text of the resolution.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR the proposals described above and in the discretion of the proxy on any other matters that properly comes before the EGM.

Shareholder Name: _____

No. of Shares: _____

Signature: _____

Date: _____

Instructions for voting by:

- Internet
- Phone
- Mail

(QR code box included)