

September 25, 2025

News Release

Company: TOPPAN Holdings Inc.
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Notice of Additional Information Regarding Change of Management Structure Associated with Reorganization Within the Group

As announced in the “Notice Regarding Change of Management Structure Associated with Reorganization Within the Group” dated March 13, 2025, TOPPAN Holdings Inc. (hereinafter “TOPPAN Holdings” or “the Company”) resolved to execute an organizational restructuring within the TOPPAN Group (hereinafter “the reorganization”). The board of directors of the Company has today resolved to conclude an absorption-type merger agreement effective April 1, 2026 (planned), with TOPPAN Inc. as the surviving company and TOPPAN Edge Inc. and TOPPAN Digital Inc. as the absorbed companies, and the absorption-type merger agreement has been concluded between the aforementioned subsidiaries.

Information that has been updated since the disclosure of March 13, 2025, is underlined.

Please note that disclosure of certain matters is omitted on the basis that the planned reorganization involves TOPPAN Holdings’ wholly owned subsidiaries only.

Details are as follows.

1. Objective of the reorganization

Defining Digital & Sustainable Transformation (“DX” and “SX”) as the key concept of its Medium Term Plan, the Company aims to be a leader in providing solutions to social issues worldwide through DX and SX. In the current Medium Term Plan (fiscal year ended March 2024 to fiscal year ending March 2026) the DX business, the SX and overseas Living & Industry business, and the semiconductor-related business are positioned as growth businesses as the Company pursues transformation of its business portfolio.

In its endeavor to respond to the rapidly changing business environment and to achieve a transformation of its business portfolio, the Company sees it essential to maximize synergies as a unified group and to evolve the management structure through strengthening of the Group’s governance to enable optimization of the allocation of management resources and swift decision-making to adapt to environmental changes. This view forms the basis of the Company’s continued efforts to restructure the Group’s operations, including the reorganization of the security business in April 2023 and the transition to a holding company structure in October 2023.

Since the transition to a holding company structure, TOPPAN Inc. (hereinafter “TOPPAN”), TOPPAN Edge Inc. (hereinafter “TOPPAN Edge”), and TOPPAN Digital Inc. (hereinafter “TOPPAN Digital”) have been working closely together, establishing a synergy creation platform centered on the security business, unifying the Group brand, and integrating various schemes and internal systems.

To target further growth going forward, the Company will execute an absorption-type merger of TOPPAN, TOPPAN Edge, and TOPPAN Digital (hereinafter “the merger”) based on its view that these three entities should be merged as early as possible to create synergies across the entire Group and to implement strategies that integrate their management resources and customer bases, thereby accelerating the enhancement of the Group’s competitive edge, with a particular emphasis on the Information & Communication segment.

In conjunction with the merger, the Company will form and launch a business unit organization to coordinate all business segments across the country and to centrally manage the Group’s resources. This will allow the Group to shift to a structure in which resources are optimized for each business segment and consequently for the entire Group, enhancing its capital efficiency and corporate value.

As the holding company, the Company will place a strong focus on groupwide strategy and governance functions, enhancing the Group’s management structure to drive further business portfolio transformation by acting flexibly to execute business reorganization and growth strategies and optimally allocating management resources.

2. Overview of the merger

(1) Schedule for the merger

Date of the board’s resolution on the basic policy on the merger	March 13, 2025
Date of the board’s resolution on the conclusion of the merger agreement	September 25, 2025 <u>(today)</u>
Date of shareholders’ meeting to approve the merger agreement (TOPPAN)	September 25, 2025 <u>(today)</u>
Date of shareholders’ meeting to approve the merger agreement (TOPPAN Edge)	September 25, 2025 <u>(today)</u>
Date of shareholders’ meeting to approve the merger agreement (TOPPAN Digital)	September 25, 2025 <u>(today)</u>
Date of the conclusion of the merger agreement (among the parties to the merger)	September 25, 2025 <u>(today)</u>
Date of the merger (the effective date)	April 1, 2026 (planned)

(2) Structuring of the merger

TOPPAN as the surviving company will absorb TOPPAN Edge and TOPPAN Digital.

(3) Share allotment in the merger

Being a merger among the Company’s wholly owned subsidiaries, there will be no issuance of new shares or distribution of monies.

(4) Share acquisition rights and bonds with share acquisition rights of the absorbed companies

There are no relevant items.

3. Overview of the merging companies (as of March 31, 2025)

	Surviving company	Absorbed company	Absorbed company
(1) Trade name	TOPPAN Inc.	TOPPAN Edge Inc.	TOPPAN Digital Inc.
(2) Registered office location	1-5-1 Taito, Taito-ku Tokyo, Japan	1-7-3 Higashi-Shinbashi Minato-ku, Tokyo, Japan	1-5-1 Taito, Taito-ku Tokyo, Japan
(3) Representative	Masanori Saito President & Representative Director	Hideki Soeda President & Representative Director	Kazunori Sakai President & Representative Director
(4) Business	Information & Communication, Living & Industry, and Electronics	Information Solutions, Hybrid BPO, Communication Media, and Security Products	Formulation of DX business strategy for the TOPPAN Group, creation and promotion of DX projects, research and development on DX, provision of IT infrastructure
(5) Capital	JPY 500 million	JPY 500 million	JPY 500 million
(6) Established	March 1, 2023	May 2, 1955	March 1, 2023
(7) Number of issued shares	242,917,000 shares	122,698,000 shares	7,673,000 shares
(8) Fiscal year end	March 31	March 31	March 31
(9) Major shareholders and percentages of stock held	TOPPAN Holdings Inc.: 100%	TOPPAN Holdings Inc.: 100%	TOPPAN Holdings Inc.: 100%

Note: On April 1, 2025, Satoshi Oya assumed the position of President & Representative Director of TOPPAN and Masanori Saito assumed the position of President & Representative Director of TOPPAN Edge.

4. Post-merger organization (planned)

(1) Trade name	TOPPAN Inc.
(2) Registered office location	1-5-1 Taito, Taito-ku, Tokyo, Japan
(3) Representative	<u>To be determined</u>

(4) Business	Information & Communication (including the businesses of TOPPAN Edge and TOPPAN Digital), Living & Industry, and Electronics
(5) Capital	JPY 500 million
(6) Fiscal year end	March 31

5. Future outlook

The merger involving only wholly owned subsidiaries of the Company, its impact on the Company's consolidated results is expected to be minimal.