

November 7, 2025

To whom it may concern:

Company name: Gakken Holdings Co., Ltd.
Name of representative: Hiroaki Miyahara, Representative Director and President
(Securities code:9470; Tokyo Stock Exchange Prime Market)
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Notice Regarding Transition to a Company with an Audit and Supervisory Committee and Changes in Executive Personnel

Gakken Holdings Co., Ltd. (the “Company”) has decided, at the board of directors meeting held today, to transition from a company with a board of auditors to a company with an audit and supervisory committee, with the approval of the 80th Annual General Meeting of Shareholders ("the Annual General Meeting") scheduled for December 19, 2025. This decision is aimed at enhancing corporate governance through the strengthening of the supervisory functions of the board of directors. In conjunction with this transition, we have also determined the candidates for directors to be proposed at the same Annual General Meeting, as outlined below. Please note that details regarding amendments to the articles of incorporation related to this matter have been disclosed separately in today's announcement titled "Notice Regarding Partial Amendment of Articles of Incorporation."

1. Transition to a Company with an Audit and Supervisory Committee

(1) Purpose of the Transition

- By making the members of the audit and supervisory committee, who are responsible for auditing the execution of duties by directors, part of the board of directors, we aim to strengthen the supervisory functions of the board and enhance corporate governance through improved oversight.
- This transition will allow the board of directors to broadly delegate decision-making on business execution to directors, thereby separating business execution from supervision, expediting management decision-making, and further enhancing corporate value.

(2) Timing of the Transition

We plan to transition to a company with an audit and supervisory committee upon receiving approval for the necessary amendments to the articles of incorporation at the Annual General Meeting scheduled for December 19, 2025.

2. Changes in Executive Personnel After Transition to a Company with an Audit and Supervisory Committee

(1) Candidates for Directors Other Than Audit and Supervisory Committee Members (to be proposed at the Annual General Meeting)

Name	New Position	Old Position
Hiroaki Miyahara	President, Representative Director	(Same as above)
Hitoshi Kobayakawa	Director Senior Managing Executive Officer	Director Managing Executive Officer

Norio Yamamoto	Director Managing Executive Officer	Director Senior Corporate Officer
Hitoshi Hosoya	Director Managing Executive Officer	Director Senior Corporate Officer
Kenji Momota	Director Senior Corporate Officer	(Same as above)
Noriaki Yamada	Outside Director	(Same as above)
Miwako Iyoku	Outside Director	(Same as above)

Note: Miwako Iyoku is also expected to be proposed as a candidate for a substitute audit and supervisory committee member.

(2) Candidates for Directors Who Are Audit and Supervisory Committee Members (to be proposed at the Annual General Meeting)

Name	New Position	Old Position
Yoshinobu Adachi	Director (Audit and Supervisory Committee Member)	Director Senior Corporate Officer
Toshiaki Yamada	Outside Director (Audit and Supervisory Committee Member)	Outside Auditor
Ryujin Matsuura	Outside Director (Audit and Supervisory Committee Member)	Outside Auditor

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