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NEWS RELEASE

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Notice of Acquisition of Shares by a Subsidiary (Change of Second-Tier Subsidiaries)

SG Holdings Co., Ltd. (hereinafter, the “Company”) hereby announces that the Company’s subsidiary, SD Transline Co., Ltd. (hereinafter, the “SDT”), has acquired the shares (100% of shares issued and outstanding) of D-Line Co., Ltd. and its six group companies (hereinafter, the “Target Companies”) and made them subsidiaries.

Please note that this matter does not fall under the timely disclosure standards of the Tokyo Stock Exchange.

1. Reasons for acquisition of shares

The Company has established “Grow the new Story. New logistics, nurturing a new society together” as the SGH Group Vision for 2030 defining our vision for 2030 to “continue to be an indispensable presence (=infrastructure) for customers and society.” Additionally, we have identified “enhancement of the platform for growth with human resources and partner companies” as one of its “materiality” that indicates important management issues, and in our Mid-Term Management Plan, “SGH Story 2027,” we have also outlined “Maintaining and strengthening the service infrastructure, including strengthening partnerships with partner companies.” As a corporate group responsible for social infrastructure, we are working to maintain and strengthen our transportation and delivery network in our Delivery Business by collaborating with partner companies for both long-haul transportation and the last one mile.

By promoting communication with partner companies, the Company’s subsidiary, SDT, aims to provide optimal solutions for both sides to address issues such as business succession of partner companies and greater stability and efficiency of transportation and delivery networks.

The Target Company is a major business partner for the long-haul transportation operations in the express package delivery services business of Sagawa Express Co., Ltd. (hereinafter “SGW”), which is a subsidiary of the Company, and SGW is a major customer of the Target Company, accounting for over 50% of its sales. In light of the fact that both sides are important business partners for each other, in the process of discussions including the Company about the future management structure, it was determined that the share acquisition would contribute to the business continuity of both companies and the maintenance and stabilization of their service infrastructure.

2. Overview of the Company's subsidiary

(1) Name	SD Transline Co., Ltd.
(2) Location	2-2-8 Shinsuna, Koto-ku, Tokyo
(3) Name and title of representative	Junichi Aoki, President
(4) Main business	Management and management guidance of subsidiaries engaged in truck transportation business, etc., and associated operations
(5) Capital	100 million yen
(6) Established	August 1, 2025
(7) Major shareholders and holding ratios	SG Holdings Co., Ltd. (100%)

3. Overview of the second-tier subsidiary (Target Company) to be made a wholly-owned subsidiary

(1) Name	D-Line Co., Ltd.
(2) Location	5-28-21 Kitakasai, Edogawa-ku, Tokyo
(3) Name and title of representative	Shigenobu Sekiguchi, President
(4) Main business	General freight transportation, consigned freight forwarding, and associated operations
(5) Capital	50 million yen
(6) Established	February 20, 1989
(7) Number of shares issued and outstanding	1,000 shares
(8) Major shareholders and holding ratios	Not disclosed due to being an individual.
(9) Relationship between the Company and the acquired company	There are no notable capital relationships, personnel relationship, or business relationships.
(10) Sales of the acquired company	15,756 million yen (fiscal year ended August 31, 2024)

* Of the Target Companies, overviews of the six companies other than the company shown are not disclosed due to confidentiality obligations.
There are no notable capital relationships, personnel relationship, or business relationships between the Company and the six undisclosed companies.

4. Number of shares acquired, acquisition cost and shareholdings before and after the acquisition

(1)	Number of shares held before the change	0 shares (number of voting rights: 0) (percentage of voting rights: 0%)
(2)	Number of shares acquired	1,000 shares (number of voting rights: 1,000)
(3)	Acquisition cost	Not disclosed due to confidentiality obligations. Note that the acquisition cost falls within the minor threshold not subject to timely disclosure standards.
(4)	Number of shares held after the change	1,000 shares (number of voting rights: 1,000) (percentage of voting rights: 100%)

* The above are the shares acquired from D-Line Co., Ltd. Of the Target Companies, information on the six companies other than the company shown are not disclosed due to confidentiality obligations.

5. Future outlook

The impact of this share acquisition on the Company's performance for the fiscal year ending March 31, 2026 is minimal. Any matters requiring disclosure in the future will be promptly disclosed.