

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.



November 28, 2025

Company name: BIPROGY Inc.
Name of representative: Noboru Saito, Representative Director, President and CEO
(Securities code: 8056; Tokyo Stock Exchange Prime Market)
Inquiries: Motoko Takizawa, General Manager of Corporate Communications Department
(Telephone: +81-3-5546-4111)

**Notice Concerning Acquisition of Shares of Yosemite 1 K.K.,
the Parent Company of Catalina Marketing Japan K.K. (to Make It a Subsidiary)**

BIPROGY Inc. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held on November 28, 2025, to acquire all outstanding shares of Yosemite 1 K.K. ("Yosemite 1") which owns 100% of the outstanding shares of Catalina Marketing Japan K.K. ("CMJ") and make it a subsidiary of the Company, and that the Company has entered into a Share Purchase Agreement with D Capital I Investment Limited Partnership.

Pursuant to the share acquisition, Yosemite 1 plans to change the corporate name of Yosemite 1 to "Catalina Marketing Japan K.K." upon absorbing and merging with CMJ, with CMJ as the absorbed entity and Yosemite 1 as the surviving entity, effective January 6, 2026.

1. Reason for acquisition of shares

The BIPROGY Group (the "Group") aims to transform itself into a group that creates social value by combining foresight and insight into social change, technology centered on ICT, and the formation of an ecosystem with diverse business partners. Within the Group's core businesses, we are leveraging our strength of "thorough understanding of customers and their business operations" that we have cultivated through the provision and operation of core solutions and infrastructure services. By concentrating our management resources in five core businesses (Note 1), we are working to increase the value we provide and profitability. In addition, as a financial and investment strategy, we have established a framework for promoting an inorganic growth strategy and a pipeline for investment projects in order to prioritize investments for growth. In particular, the retail field is positioned as the driving force behind the Group's growth. We are strengthening our retail business as a core field for achieving corporate value of 1 trillion yen by fiscal 2030. Specifically, we are expanding our service businesses in the four areas of "Store Digitalization," "D2C" (Note 2), "CX" (Note 3), and "OMO" (Note 4) which links these areas. In addition to our existing core business solutions, we are developing new services centered on AI and data utilization.

Against this backdrop, we decided to acquire shares for the acquisition of CMJ, a company with a high market share and growth potential in the retail media market. CMJ has one of the largest retail media networks in the food supermarket and drugstore markets and provides cross-industry marketing support through collaboration among consumers, retailers, and manufacturers. In 2025, CMJ launched AOUMI, a new brand, and as a leading brand company in the retail media market, this company is expected to grow further.

By making CMJ a subsidiary of the Company, we will be able to acquire a media platform that enables us to deploy solutions at stores through nationwide purchasing data that CMJ is entrusted with from retailer partners. This will

accelerate consumer and purchase-oriented solutions in our marketing business domain. In addition, we expect to develop services that help resolve issues for the distribution industry as a whole, such as demand forecasting, sales promotion optimization, and automation of ordering based on demand and sales promotion plans. These services will be based on the integration of CMJ's solutions with our store DX related services such as CoreCenter for Retail, AI Order Foresight, and ESL SaaS.

Looking ahead, we will leverage CMJ's retail media network and the Group's assets to develop new services that combine the strengths of both companies, upgrade our platform through collaboration with AI companies, and deploy globally centered on Asia. In this way, we will expand the possibilities for business expansion.

As described above, we have decided to make CMJ a consolidated subsidiary of the Company in view of the anticipated acquisition of new revenue opportunities and the enhancement of corporate value of both companies.

Note 1: The Company positions Financial, Retail, Energy, Mobility and OT Infrastructure as its core business focus areas.

Note 2: Acronym of Direct to Consumer. Refers to direct marketing and e-commerce areas.

Note 3: Acronym of Customer Experience.

Note 4: Acronym of Online Merges with Offline.

2. Overview of the subsidiary subject to change

(1) Name	Yosemite 1 K.K.		
(2) Location	Spline Aoyama Tokyu Bldg. 3F, 3-1-3 Minamiaoyama, Minato-ku, Tokyo		
(3) Job title and name of representative	Jun Niki, Representative Director		
(4) Description of business	(1) Holding shares or equity interests of other companies to control and manage their business activities (2) Management consulting (3) Any and all business incidental or relating to the foregoing items		
(5) Share capital	10,000 yen		
(6) Date of establishment	November 7, 2022		
(7) Major shareholders and ownership ratios	D Capital I Investment Limited Partnership 100%		
(8) Relationship between the Company and said company	Capital relationship	None	
	Personnel relationship	None	
	Business relationship	None	
(9) Consolidated operating results and consolidated financial positions of said company for the last three years			
Fiscal year	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2024
Consolidated net assets	-	2,619 million yen	2,494 million yen
Consolidated total assets	-	17,974 million yen	18,235 million yen
Consolidated net sales	-	9,632 million yen	9,979 million yen
Consolidated operating profit	-	(249) million yen	438 million yen
Net earnings	-	(784) million yen	(128) million yen

3. Overview of Catalina Marketing Japan K.K.

(1) Name	Catalina Marketing Japan K.K.		
(2) Location	Sumitomo Fudosan Toranomon Tower 33F, 2-2-1 Toranomon, Minato-ku, Tokyo		
(3) Job title and name of representative	Sean Chu, Representative Director, President & CEO		
(4) Description of business	Various marketing support based on actual purchase data		
(5) Share capital	10 million yen		
(6) Date of establishment	July 13, 1999		
(7) Major shareholders and ownership ratios	Yosemite 1 K.K. 100%		
(8) Relationship between the Company and said company	Capital relationship	None	
	Personnel relationship	None	
	Business relationship	None	
(9) Consolidated operating results and consolidated financial positions of said company for the last three years			
Fiscal year	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2024
Net assets	3,748 million yen	4,205 million yen	4,185 million yen
Total assets	6,377 million yen	17,940 million yen	18,213 million yen
Net sales	8,500 million yen	9,632 million yen	9,979 million yen
Operating profit	686 million yen	(348) million yen	447 million yen
Net earnings	243 million yen	(690) million yen	(20) million yen

Note) For the fiscal year ended December 31, 2023, the total figures for the non-consolidated financial figures from January to July 2023 of Yosemite 2 K.K. which conducted an absorption-type merger with CMJ, the non-consolidated financial figures from August to December 2023 of CMJ after the absorption-type merger, and the non-consolidated financial figures from January to July 2023 of CMJ prior to the absorption-type merger, are presented.

4. Overview of the counterparty to the acquisition of shares

(1) Name	D Capital I Investment Limited Partnership		
(2) Location	3-1-3 Minamiaoyama, Minato-ku, Tokyo		
(3) Basis of establishment, etc.	Limited Partnership Act for Investment		
(4) Purpose of formation	Acquisition and holding of shares		
(5) Date of formation	October 1, 2021		
(6) Total investment amount	Undisclosed		
(7) Investors, investment ratio, and overview of investors	Domestic institutional investors, etc.		
(8) Overview of operating partners	Name	D Capital I GP Investment Limited Partnership	
	Location	3-1-3 Minamiaoyama, Minato-ku, Tokyo	
	Job title and name of representative	Jun Niki, Representative Director, D Capital Inc.	
	Description of business	Investment in investment limited partnership, etc.	
	Share capital	Undisclosed	

(9) Relationship between the Company and said fund	Relationship between the Company and said fund	None
	Relationship between the Company and operating partners	None

5. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0%)
(2) Number of shares to be acquired	325,100 shares (Number of voting rights: 325,100 units)
(3) Acquisition costs	Ordinary shares of Yosemite 1 approx. 39,700 million yen Advisory fees, etc. approx. 800 million yen Total approx. 40,500 million yen
(4) Number of shares held after the change	325,100 shares (Number of voting rights: 325,100 units) (Ratio of voting rights held: 100%)

6. Timetable

(1) Date of resolution at the meeting of the Board of Directors	November 28, 2025
(2) Date of conclusion of the agreement	November 28, 2025
(3) Date of commencement of share transfer	January 6, 2026 (scheduled)

7. Future outlook

The impact of this acquisition on the Company's consolidated financial results for the current period is currently under review. We will promptly disclose the financial impact should disclosure become necessary.