



DISCLAIMER: This English document is translated using a machine translation. You may use this for reference purposes only, fully understanding that it may include inaccurate translations. It is your sole responsibility if you rely not on the Japanese original but on this translation.

December 24, 2025

To whom it may concern,

Company name:	ARATA CORPORATION
Representative:	Seiichi and President, Kochiya (Code No.: 2733, TSE Prime)
Person responsible for inquiries:	Senior Executive Officer, General Manager of Corporate Governance Department (TEL +81-3-5635-2800)
	Nobutaka Tsuchiya

Notice Concerning Acquisition of Shares (Making Wholly Owned Subsidiary) of MAP Holdings Co., Ltd. (msh Inc. and Polite Inc.)

The Company hereby announces that at the Board of Directors meeting held today, the Company resolved to acquire the shares of MAP Holdings Co., Ltd. (msh Inc. and Polite Inc.) and make them wholly-owned subsidiaries. Details are as follows.

1. Purpose of the share acquisition

ARATA CORPORATION (hereinafter referred to as "the Company") is a wholesale trading company of daily necessities, cosmetics, etc., and delivers merchandise to retailers, our clients, nationwide.

In 2020, the Company formulated its Long-Term Management Vision 2030 to realize its vision for 2030, and is currently pursuing its second phase, the Medium-Term Management Plan 2026.

In recent years, the Company faces severe business environment such as climate change, changes in consumer purchasing behavior, and active mergers and acquisitions by retailers. In order to respond to this environment and become a "Wholesale Trading Company of Choice," the Company has implemented strategies to enhance its uniqueness, such as establishing subsidiaries with Product development function and strengthening its monopoly and priority distribution products.

With the aim of further strengthening its uniqueness and long-term growth in the Merchandise Axis and Sales Axis, the Company has decided to acquire all shares of MAP Holdings Co., Ltd., and, with its wholly owned subsidiaries of msh Inc. and Polite Inc., make them wholly owned subsidiaries of the Company.

msh Inc. is a manufacturer of many popular cosmetic brands such as "Love Liner" and "TIME SECRET," which have won the top share in the eyebrow category and are growing even now. msh Inc. plans and sells a wide range of beauty items, including point and base makeup, skin care, and body care, and has strengths in merchandise development and brand power; by cooperating with the Company's proposal, analysis, sales, logistics capabilities, etc., the potential of the brand value of msh Inc. will be enhanced, and synergies as part of investment for the futures to enhance the Company's uniqueness will further be realized.

Polite Inc. is a wholesale trading company that deals with cosmetics and cosmetic sundries, as its mainstream products, mainly selling to variety stores, and by cooperating with the Company's proposal, analysis, sales, logistics capabilities, etc., we will realize synergies in sales for further growth in the cosmetics category and in streamlining logistics, etc.

By making msh Inc. and Polite Inc. our subsidiaries, the Company will exercise the synergies to the full, and strengthen and promote the strategies to enhance the uniqueness of the Company looking ahead beyond 2030.

2. Outline of the subsidiary to be transferred

(1) Name	MAP Holdings Co., Ltd.	msh Inc.
(2) Location	Roppongi D Square 2F, 2-4-5 Roppongi, Minato-ku, Tokyo, Japan	3-3-2 Shibuya, Shibuya-ku, Tokyo, Japan
(3) Job title and name of representative	Shinori Tanaka, Representative Director	Tomomi Fujita, Representative Director
(4) Description of business	Wholesale of cosmetics, cosmetic sundries, etc.	Planning, sales, export and import of cosmetics, sundries, etc.
(5) Share capital	98 million yen	10 million yen (as of August 31, 2025)
(6) Date of establishment	February 27, 2019	April 18, 2019
(7) Number of issued shares	3,345,050 shares	1,261,000 shares
(8) Fiscal year end	August 31	August 31
(9) Major shareholders and ownership ratios	Creation No.2 Investment Limited Partnership 51.00% MAP Growth Investment Limited Partnership 35.37% MAP No.2 Investment Limited Partnership 13.63%	MAP Holdings Co., Ltd. 100%
(10) Relationship between the Company and said company	There is no relationship regarding capital, personnel, and transactions.	The Company and msh Inc. have a relationship in trading merchandise, not a capital or personnel relationship.

(1) Name	Polite Inc.
(2) Location	Roppongi D Square 2F, 2-4-5 Roppongi, Minato-ku, Tokyo, Japan
(3) Job title and name of representative	Yasuyuki Odaka, Representative Director
(4) Description of business	Wholesale of cosmetics, cosmetic sundries, etc.
(5) Share capital	10 million yen
(6) Date of establishment	September 2, 2024
(7) Number of issued shares	1,000,000 shares

(8) Fiscal year end	August 31
(9) Major shareholders and ownership ratios	MAP Holdings Co., Ltd. 100%
(10) Relationship between the Company and said company	The Company and Polite Inc. have a relationship in trading merchandise, not a capital or personnel relationship.

3. Overview of the last three years of the subsidiaries to be transferred
MAP Holdings Co., Ltd.

Fiscal year end	August 31, 2023	August 31, 2024	August 31, 2025
Net assets	324,591,254 yen	35,716,732 yen	1,317,580,144 yen
Total assets	6,006,676,871 yen	5,819,800,033 yen	6,707,440,054 yen
Net assets per share	1,795 yen	10 yen	393 yen
Net sales	13,115,868,908 yen	13,600,977,146 yen	14,853,482,135 yen
Operating profit	(264,773,853) yen	(313,695,135) yen	(183,976,553) yen
Ordinary profit	(296,200,918) yen	(363,067,646) yen	(250,746,523) yen
Profit	(288,634,188) yen	(334,810,256) yen	(1,468,334,923) yen
Profit per share	(86) yen	(100) yen	(438) yen
Dividend per share	-	-	-

- *1. As the former Polite Inc. was reorganized into a holding company, MAP Holdings Co., Ltd., on September 2, 2024, figures for the former Polite Inc. are shown as the financial results of FY2023 and FY2024. Incidentally, business of the former Polite Inc. (wholesale of cosmetics and cosmetic sundries) has been transferred to the current Polite Inc.
- *2. MAP Holdings Co., Ltd. has four subsidiaries: msh Inc., Polite Inc., Nuzzle Inc., and AQUANOA, and the figures of the financial results for August 31, 2025 are consolidated results including these four companies.
- *3. At the time of share transfer, there are only two subsidiaries of MAP Holdings Co., Ltd. of which the Company will acquire shares: msh Inc. and Polite Inc. Shares of two companies, Nuzzle Inc. and AQUANOA, will be transferred from MAP Holdings Co., Ltd. to a third party by January 21, 2026, scheduled date of the share transfer.
- *4. (Reference): Simple total of MAP Holdings Co., Ltd., msh Inc., and Polite Inc.

Fiscal year end	August 31, 2025
Net assets	2,047,632,637 yen
Total assets	9,557,376,077 yen
Net sales	13,773,923,017 yen
Operating profit	614,923,867 yen
Ordinary profit	553,992,400 yen
Profit	226,343,495 yen

4. Overview of the counterparty to the acquisition of shares

(1) Name	Creation No.2 Investment Limited Partnership	MAP Growth Investment Limited Partnership
(2) Location	9-7-1 Akasaka, Minato-ku, Tokyo, Japan	9-7-1 Akasaka, Minato-ku, Tokyo, Japan
(3) Purpose of formation	Investing in stocks and stock-related securities issued by companies, etc. mainly in Japan	Investing in stocks and stock-related securities issued by companies, etc. mainly in Japan
(4) Operating partners	Unlimited liability partner Création Capital, Inc. Koichi Hosoya, Representative Director	Unlimited liability partner Création Capital, Inc. Koichi Hosoya, Representative Director
(5) Relationship between the Company and the fund	There is no relationship regarding capital, personnel, and transactions.	There is no relationship regarding capital, personnel, and transactions.

(1) Name	MAP No.2 Investment Limited Partnership
(2) Location	9-7-1 Akasaka, Minato-ku, Tokyo, Japan
(3) Purpose of formation	Investing in stocks and stock-related securities issued by companies, etc. mainly in Japan
(4) Operating partners	Unlimited liability partner Création Capital, Inc. Koichi Hosoya, Representative Director
(5) Relationship between the Company and the fund	There is no relationship regarding capital, personnel, and transactions.

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	3,345,050 shares (number of voting rights: 3,345,050 units)
(3) Acquisition costs	Common shares of MAP Holdings Co., Ltd.: 6,728,920,467 yen (planned)
(4) Number of shares held after the change	3,345,050 shares (number of voting rights: 3,345,050 units) (Ratio of voting rights held: 100%)

6. Basis of calculation of the acquisition costs

The acquisition price was determined through consultation between the parties concerned based on the stock price calculation by outside experts and in reasonable consideration of legal, financial, and tax investigations results, etc. by outside experts.

7. Schedule

(1) Date of resolution at the meeting of the Board of Directors	December 24, 2025
(2) Date of conclusion of the agreement	December 24, 2025
(3) Date of commencement of share transfer	January 21, 2026 (scheduled)

8. Funding method

As for the funds for the share acquisition, it is assumed that 10 billion yen will be newly borrowed from banks by taking advantage of the Company's sound financial position, and 6,728,920,467 yen (planned) will be used for the acquisition of shares, and the remaining amount will be used for liabilities consolidation etc. after the share transfer.

Since the Company believes that the Company will be able to maintain its financial soundness even after the transaction, there are no plans to raise funds (equity financing) that entail the issuance of new shares such as a capital increase in connection with the Share Acquisition.

9. Future Outlook

We are currently scrutinizing our earnings forecast for the fiscal year ending March 2026. We will promptly announce any matters that need to be disclosed after closely examining the financial forecast for the execution of this transaction.

Incidentally, there will be no change to the Company's shareholder structure, executive structure, trade name, or location as a result of executing this transaction.