

January 15, 2026

Company Name: COPRO-HOLDINGS. Co., Ltd.

Name of Representative: Kosuke Kiyokawa, Chief Executive Officer

(Stock code: 7059, TSE Prime, NSE Premier)

Inquiries: Takashi Matsuda, Executive Officer, Manager of Corporate Planning Office

(Tel: +81-52-589-3065)

Notice Regarding Acquisition of Shares of TRYT Inc. (Making It a Wholly Owned Subsidiary) for the Purpose of Acquiring the Construction Worker Dispatching Business from TRYT Engineering Inc., Change in Specified Subsidiaries, and Borrowing of Funds

COPRO-HOLDINGS. Co., Ltd. (the “Company”) hereby announces that, at a meeting of its Board of Directors held on January 15, 2026, it resolved to acquire all of the shares of TRYT Inc. (“TRYT”), which holds all of the shares of TRYT Engineering Inc. (“TRYT Engineering”), a company that provides worker dispatching and recruitment services for the construction industry, thereby making TRYT a wholly owned subsidiary of the Company (the “Share Acquisition”), and to borrow funds for the purpose of acquiring such shares, as described below.

As the share capital of each of TRYT and TRYT Engineering is equal to or greater than one-tenth of the Company’s share capital, both companies will become specified subsidiaries of the Company.

1. Reason for the share acquisition

Based on the purpose of our Group as “having the best working style and the best workers”, the Company aims to become the Overwhelming No. 1 Position in the Industry in both scale and quality in the field of construction technician dispatching in the domestic construction market, where a chronic and structural shortage of engineers has become evident and where there is a strong need for a stable supply of technicians with a high level of expertise, as well as for their retention. To achieve this objective, the Company has built a solid sales foundation through in-depth sales activities targeting selected client companies, with a strong focus on putting technicians first. In parallel, the Company has been developing a “low-cost recruitment” system centered on paid job advertisement platforms—enabling in-house selection without relying on external recruitment agencies—and has strengthened its capability to supply younger talent by primarily hiring individuals with no prior industry experience. Through these initiatives, the Company has focused on improving retention rates, which serve as an indicator of satisfaction for both technicians and client companies.

In addition to the above, in order to contribute to the domestic construction market, which continues to face a chronic shortage of engineers and has a strong demand for services that provide both a stable supply of human resources and a high level of expertise, the Company has also considered strengthening its business foundation through M&A as a means of achieving further scale expansion.

In contrast, TRYT Engineering has a strong capability to efficiently attract registered job seekers, primarily those with industry experience, through digital marketing via its proprietary recruitment website, “Sekoukanri Job,” a recruitment website specializing in construction management positions. Leveraging its nationwide network of offices, TRYT Engineering provides worker dispatching and recruitment services to a broad range of clients across the construction industry.

Through the Share Acquisition, the Company intends to integrate the strengths and customer base of TRYT Engineering with the know-how and customer base it has built to date. By enhancing its customer service capabilities throughout Japan, the Company aims to expand sales opportunities, secure a diverse pool of high-quality dispatched technicians, and further increase its contribution to the domestic construction market.

In addition, by integrating education and training know-how as well as management frameworks and further differentiating the Group in terms of service quality, the Group aims to enhance satisfaction for both technicians and client companies. Through stronger relationships with client companies by leveraging scale advantages and enhanced recruitment capabilities for technicians—including improvements in compensation—the Group seeks to achieve sustainable earnings growth.

With the addition of TRYT Engineering to the Group through the Share Acquisition, the Group will not only expand in scale but also strengthen its position as a true leading company delivering high-quality services. Working together as one group, the Group will evolve to realize its goal of becoming the Overwhelming No. 1 Position in the Industry in the field of construction technician dispatching.

2. Method and process of the Share Acquisition (planned)

The Share Acquisition is planned to be carried out through the following method and process:

- (1) TRYT will cause all of its businesses other than the construction worker dispatching business—including all of the shares it holds in TRYT Career Inc. and bright vie Inc., each of which is a wholly owned subsidiary of TRYT—to be succeeded by the succeeding company through an absorption-type split (the “Absorption-type Split”). The succeeding company will be TRYT Career Inc., the wholly owned parent of TRYT, which resulted from a change of trade name by TCG2505 Co., Ltd., formerly the wholly owned parent of TRYT, effective January 7, 2026, and is hereinafter referred to as the “Seller.”
- (2) The Company will acquire all of the issued shares of TRYT, which holds all of the shares of TRYT Engineering, thereby making TRYT a wholly owned subsidiary of the Company. Following the Share Acquisition, Kosuke Kiyokawa, CEO of the Company, is scheduled to be appointed as CEO of TRYT Engineering.

3. Overview of the subsidiaries subject to change

(1) TRYT (before the Absorption-type Split)

(1)	Name	TRYT Inc.	
(2)	Location	2-12-7, Sonezaki, Kita-ku, Osaka	
(3)	Name and job title of representative	Norimasa Nishikiori, President and Representative Director	
(4)	Description of business	Construction worker dispatching and recruitment business, which provides worker dispatching and recruitment services for the construction industry, and medical and welfare business, which provides worker dispatching and recruitment services for the medical and welfare industry as well as ICT services for nursing care facilities	
(5)	Share capital	¥100 million	
(6)	Date of establishment	February 5, 2019	
(7)	Major shareholders and ownership ratios	TRYT Career Inc. (Seller): 100%	
(8)	Relationship between the Company and said company	Capital relationship	The capital relationship with TRYT Career Inc. (the Seller), the wholly owned parent of said company, is as described in Section 4 below.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.
(9)	Consolidated operating results and consolidated financial positions of said company for the last three years (Millions of yen, unless otherwise stated)		
	As of / Fiscal year ended	December 31, 2022	December 31, 2023
			December 31, 2024
	Total equity and total equity attributable to owners of parent	21,026	25,927
	Total assets	74,638	79,947
	Equity attributable to owners of parent per share (Yen)	210.27	259.28
	Revenue	44,195	52,767
	Operating profit	5,959	7,514
	Profit before tax	5,559	7,050
	Profit attributable to owners of parent	3,621	4,901
	Basic earnings per share (Yen)	36.22	49.01
	Dividend per share (Yen)	—	—

Note: With respect to HAB&Co. Inc., which was a wholly owned subsidiary of TRYT, all of its shares were transferred to the management team of the company as of November 28, 2025.

(2) TRYT Engineering

(1)	Name	TRYT Engineering Inc.	
(2)	Location	2-12-7, Sonezaki, Kita-ku, Osaka	
(3)	Name and job title of representative	Norimasa Nishikiori, President and Representative Director	
(4)	Description of business	Construction worker dispatching and recruitment business, which provides worker dispatching and recruitment services for the construction industry	
(5)	Share capital	¥10 million	
(6)	Date of establishment	November 22, 2004	
(7)	Major shareholders and ownership ratios	TRYT Inc.: 100%	

(8)	Relationship between the Company and said company	Capital relationship	The capital relationship with TRYT Career Inc. (the Seller), which indirectly holds all the shares of said company, is as described in Section 4 below.	
		Personnel relationship	Not applicable.	
		Business relationship	Not applicable.	
(9) Consolidated operating results and consolidated financial positions of said company for the last three years (Millions of yen, unless otherwise stated)				
As of / Fiscal year ended		December 31, 2022	December 31, 2023	December 31, 2024
Net assets		1,284	1,582	2,061
Total assets		4,418	5,177	5,290
Net assets per share (Yen)		6,420,000	7,910,000	10,305,000
Revenue		13,151	16,288	18,072
Operating profit		804	1,335	1,814
Ordinary profit		865	1,354	1,832
Profit attributable to owners of parent		572	933	1,412
Earnings per share (Yen)		2,860,000	4,665,000	7,060,000
Dividend per share (Yen)		30,072,500.00	3,180,000.00	4,666,000.00

Note: Prior to the Absorption-type Split, each subsidiary, including TRYT Engineering, paid fees to its parent, TRYT, in connection with management guidance, the operation of indirect functions, and other services. For the financial figures assuming that the construction worker dispatching business subject to the acquisition had been operated on a standalone basis, please refer to the supplementary materials disclosed today.

4. Overview of the counterparty to the acquisition of shares

(1) Name	TRYT Career Inc.		
(2) Location	5-15, Taiyujicho, Kita-ku, Osaka		
(3) Name and job title of representative	Genta Saito, Representative Director		
(4) Description of business	1. Business activities to control and manage the business operations of said company through the ownership of its shares or equity interests 2. All businesses incidental or related to the foregoing		
(5) Share capital	¥25,000 (as of July 24, 2025)		
(6) Date of establishment	May 9, 2025		
(7) Net assets	¥50,000 (as of its establishment)		
(8) Total assets	¥50,000 (as of its establishment)		
(9) Major shareholders and ownership ratios	TCG2504 Co., Ltd.: 100%		
(10) Relationship between the Company and said company	Capital relationship	The Company holds preferred shares of TCG2503 Co., Ltd., which is the parent of TCG2504 Co., Ltd., the parent of said company.	
	Personnel relationship	Not applicable.	
	Business relationship	Not applicable.	
	Related party relationship	Not applicable.	

5. Number of shares to be acquired, acquisition costs, and shareholding before and after the 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	540,005 shares (Number of voting rights: 540,005 units)
(3) Acquisition costs	Common shares of TRYT Inc.: ¥29,243 million Advisory fees, etc. (Estimated amount): ¥174 million Total (Estimated amount): ¥29,417 million
(4) Number of shares held after the change	540,005 shares (Number of voting rights: 540,005 units) (Ratio of voting rights held: 100%)

Note: The consideration for the Share Acquisition was calculated based on the financial figures for the construction worker dispatching business, assuming that the Absorption-type Split had become effective.

6. Borrowing of funds

(1) Reason for the borrowing

The Company will borrow funds from a financial institution in order to apply such funds to the Share Acquisition.

(2) Overview of the borrowing

(1) Lender	Sumitomo Mitsui Banking Corporation
(2) Amount of borrowing	¥29,243 million
(3) Interest rate	Base interest rate plus a spread
(4) Date of borrowing	March 1, 2026 (scheduled to be executed on the same date as the execution of the share transfer)
(5) Borrowing period	8 months
(6) Collateral	Unsecured and unguaranteed

7. Schedule

(1) Date of the Board of Directors' resolution	January 15, 2026
(2) Date of execution of the share transfer agreement	January 15, 2026
(3) Effective date of the absorption-type split	March 1, 2026
(4) Date of execution of the share transfer	March 1, 2026 (Tentative)

Note: The above schedule is subject to the completion of the review by the Japan Fair Trade Commission in connection with the filing pursuant to Article 10, Paragraph 2 of the Antimonopoly Act.

8. Outlook

The impact of this transaction on the full-year consolidated earnings forecast for the fiscal year ending March 31, 2026 is currently under review. Any matters that should be disclosed in the future will be announced promptly.

End of document