

January 15, 2026

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

Name of Representative: Kosuke Kiyokawa, Chief Executive Officer

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

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Notice Regarding Business Transfer Through a Company Split (Absorption-Type Split) of a Consolidated Subsidiary

COPRO-HOLDINGS. Co., Ltd. (the “Company”) hereby announces that COPRO TECHNOLOGY Co., Ltd. (“COPRO TECHNOLOGY”), a consolidated subsidiary of the Company, has resolved to cause its System Engineering Service (SES) business—consisting of the dispatch of IT engineers and services provided under quasi-mandate contracts, with the recruitment website Bscareer IT as its core—to be succeeded by Japaniace Co., Ltd. (TSE Growth: 9558; Head office: Yokohama, Kanagawa; Representative Director, Chairman and President: Saburo Nishikawa; “Japaniace”) through an absorption-type company split (the “Absorption-type Split”).

1. Purpose of the Absorption-type Split

COPRO TECHNOLOGY’s IT Business Division has been providing IT human resource services by matching IT engineers with projects on a project-by-project basis and assigning them to customers’ projects, with its owned media recruitment website, Bscareer IT as its core. Against this backdrop, in light of various changes in the business environment—including the declining birthrate and aging population, a shrinking labor force, intensifying competition to secure IT engineers, the increasing sophistication of skills demanded by customers, and differences from the strategic direction of the COPRO Group, which has strengths in the training and dispatch of inexperienced personnel—the Company has decided to implement business structure reform through a strategy of selection and concentration from a medium- to long-term perspective in order to build a more robust and sustainable corporate structure. The COPRO Group aims to strengthen its competitiveness and achieve sustainable growth by concentrating its management resources on its core businesses, namely the dispatch of construction technicians and the dispatch of mechanical & electrical and semiconductor engineers.

2. Summary of the Absorption-type Split

(1) Schedule of the Absorption-type Split

Date of the Board of Directors’ resolution	January 15, 2026
Date of conclusion of the absorption-type split agreement	January 15, 2026 (tentative)
Effective date	March 27, 2026 (tentative)

(2) Method of the Absorption-type Split

The Company Split will be conducted as an absorption-type split, with COPRO TECHNOLOGY serving as the splitting company and Japaniace serving as the succeeding company.

(3) Details of the consideration for the Absorption-type Split

COPRO TECHNOLOGY is expected to receive monetary consideration of ¥730 million from Japaniace as the consideration for the Absorption-type Split.

- (4) Treatment of share acquisition rights and bonds with share acquisition rights in connection with the Absorption-type Split

COPRO TECHNOLOGY has not issued any share acquisition rights or bonds with share acquisition rights.

- (5) Change in share capital as a result of the Absorption-type Split

There will be no change in the share capital of COPRO TECHNOLOGY as a result of the Absorption-type Split.

- (6) Rights and obligations to be succeeded by the succeeding company

Japaniace will succeed to the assets, liabilities, contractual positions, and other rights and obligations related to the subject business, in accordance with the terms and conditions set forth in the absorption-type split agreement entered into between COPRO TECHNOLOGY and Japaniace.

- (7) Prospects for the performance of obligations

The Company has determined that there are no issues regarding the prospects for the performance of obligations to be borne by COPRO TECHNOLOGY on or after the effective date of the Absorption-type Split.

3. Basis for determining the consideration for the Absorption-type Split

The amount of monetary consideration to be received by COPRO TECHNOLOGY in the Absorption-type Split was determined through sincere discussions and negotiations between the Company and Japaniace, taking into account the results of an assessment of the enterprise value of the subject business, as well as the business performance trends of such business and the expected synergies arising from the Absorption-type Split.

4. Overview of companies involved in the Absorption-type Split

(1) Splitting company

(1) Name	COPRO TECHNOLOGY Co., Ltd.		
(2) Location	Suite 1304, 13th Floor, Nagoya Mitsui New Building , 1-24-20 Meieki-minami, Nakamura-ku, Nagoya, Aichi		
(3) Name and job title of representative	Hideki Nishioka, Representative Director and CEO		
(4) Description of business	Worker dispatching business and fee-charging employment placement business		
(5) Share capital	¥35 million		
(6) Date of establishment	June 6, 2006		
(7) Major shareholders and ownership ratios	COPRO-HOLDINGS. Co., Ltd.: 100.0%		
(8) 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	March 31, 2023	March 31, 2024	March 31, 2025
Net assets	130	466	481
Total assets	402	967	1,113
Net assets per share (Yen)	186,531	666,887	687,887
Net sales	1,021	2,050	3,312
Operating profit	29	42	24
Ordinary profit	29	41	23
Profit attributable to owners of parent	18	27	14
Earnings per share (Yen)	27,084	39,490	21,000
Dividend per share (Yen)	0	0	0

(2) Succeeding company

(1) Name	Japaniace Co., Ltd.		
(2) Location	18th Floor, Yokohama Landmark Tower, 2-2-1 Minato Mirai, Nishi-ku, Yokohama, Kanagawa		
(3) Name and job title of representative	Saburo Nishikawa, Representative Director, Chairman and President		
(4) Description of business	Advanced engineering business centered on AI, IoT, and cloud technologies		
(5) Share capital	¥23.22 million		
(6) Date of establishment	December 22, 1999		
(7) Major shareholders and ownership ratios	West River Co., Ltd.: 39.88% Saburo Nishikawa: 15.47% MSIP CLIENT SECURITIES: 4.10%		
(8) Relationship between the Company and said company	There are no capital, personnel, business, and other relationships that should be disclosed. In addition, the parties do not constitute related parties.		
(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	November 30, 2023	November 30, 2024	November 30, 2025
Net assets	2,857	2,996	3,379
Total assets	4,585	4,949	5,786
Net assets per share (Yen)	717.46	756.76	852.64
Net sales	9,885	11,211	12,084
Operating profit	836	945	982
Ordinary profit	873	1,022	1,078
Profit attributable to owners of parent	616	722	765
Earnings per share (Yen)	155.52	181.51	193.09
Dividend per share (Yen)	77	95	99

[Overview of the business division to be split]

(1) Descriptions of business of the division to be split

System Engineering Service (SES) business

(2) Operating results of the division to be split

Net sales: ¥1,472 million (for the fiscal year ended March 31, 2025)

(3) Assets and liabilities to be split and their carrying amounts

Total assets: ¥35,381 thousand

Total liabilities: None of the liabilities are subject to the Absorption-type Split.

(Note) The above figures are based on amounts as of November 30, 2025. The carrying amounts as of the effective date of the Company Split may differ from the amounts stated above.

5. Status after the Absorption-type Split

There will be no changes, as a result of the Absorption-type Split, to the name, head office location, titles and names of representatives, description of business, share capital, or fiscal year-end of COPRO TECHNOLOGY, the splitting company. In addition, no changes to these matters are scheduled for the succeeding company, as a result of the Absorption-type Split.

6. 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.

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