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January 15, 2026

To whom it may concern:

Company name      Japaniace Co., Ltd.  
Representative      Saburo Nishikawa  
                         Representative Director, Chairman and President  
                         (Code: 9558 TSE Growth)  
Contact              Masahiro Kanda  
                         Executive Officer, Responsible for IR  
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## **Announcement on Succession of Business Through Company Split**

Japaniace Co., Ltd. (the “Company”) hereby announces that its Board of Directors resolved on January 13, 2026 to succeed to the SES (System Engineering Service) business, which involves the dispatch of IT engineers and quasi-mandate contracts centered on the job recruitment site “Bscareer IT” (hereinafter referred to as the “Business”), from COPRO TECHNOLOGY Co., Ltd. (hereinafter referred to as “COPRO TECHNOLOGY”), a consolidated subsidiary of COPRO-HOLDINGS Co., Ltd. (Headquarters: Nagoya City, Aichi Prefecture; President and Representative Director: Kosuke Kiyokawa), through an absorption-type company split (hereinafter referred to as the “Absorption-Type Split”). This absorption-type split is subject to approval at the Company's 26th Annual General Meeting of Shareholders, which is scheduled to be held on February 24, 2026.

### **1. Purpose of the Absorption-Type Split**

The Company's long-term vision is to “employ and develop digital talent in the Advanced Engineering business,” and the Company is aiming to increase its digital workforce to 10,000. In the Medium-Term Management Plan, the Company is working to expand the scale of IT human resources by restructuring its business foundation, shifting from quantitative to qualitative growth, and preparing for new growth through M&A.

Through this absorption-type split, the Company expects to further increase the number of engineers, including freelancers, by operating the job recruitment site on its own. Consequently, the Company has determined that this acquisition will contribute to strengthening its competitiveness and stabilizing its earnings base.

### **2. Outline of the Absorption-Type Split**

#### **(1) Schedule of the Absorption-Type Split**

|   |                               |
|---|-------------------------------|
| Date of resolution by the Board of Directors              | January 13, 2026              |
| Date of execution of the absorption-type split agreement  | January 15, 2026 (scheduled)  |
| Record date for the General Meeting of Shareholders       | November 30, 2025             |
| Date of resolution by the General Meeting of Shareholders | February 24, 2026 (scheduled) |
| Effective date  | March 27, 2026 (scheduled)    |

#### **(2) Method of the Absorption-Type Split**

The split will be an absorption-type split with COPRO TECHNOLOGY as the splitting company and the Company as the succeeding company.

(3) Details of Allotment Related to the Absorption-Type Split

The Company is scheduled to deliver ¥730 million in cash to COPRO TECHNOLOGY as consideration for the absorption-type split.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights Associated with the Absorption-Type Split

Not applicable.

(5) Increase or Decrease in Capital Due to the Absorption-Type Split

There will be no increase or decrease in the Company's capital due to the absorption-type split.

(6) Rights and Obligations to be Succeeded by the Succeeding Company

The Company shall succeed to the assets, liabilities, contractual positions, and other rights and obligations related to the Business in accordance with the provisions of the absorption-type split agreement entered into between the Company and COPRO TECHNOLOGY.

(7) Prospect of Fulfillment of Obligations

The Company has determined that there are no issues regarding the prospect of fulfilling the obligations to be borne by the Company on or after the effective date of the absorption-type split.

3. Basis for Calculation of the Allotment Related to the Absorption-Type Split

(1) Basis and Reasons for the Allotment

The amount of cash to be paid by the Company to COPRO TECHNOLOGY in this absorption-type split was determined through sincere discussions and negotiations between the Company and COPRO-HOLDINGS. Co., Ltd. This determination was based on the results of valuations conducted using the DCF method and the Multiple method, referencing the business plan and the details of interviews received from COPRO TECHNOLOGY, as well as considering the earnings trends of the Business and expected synergies from the absorption-type split.

(2) Matters Related to Calculation

① Name of the valuation institution and its relationship with the listed company and the counterparty

Five Star Partners Co., Ltd.

There are no significant conflicts of interest between the valuation institution and the Company.

② Summary of calculation

In the DCF method, Five Star Partners Co., Ltd. evaluated the enterprise value of the Business by discounting the future cash flows to their present value at a certain discount rate. These cash flows are based on the financial projections for the fiscal years ending March 2027 through March 2028, prepared by COPRO TECHNOLOGY. In calculating the terminal value, the perpetual growth rate method was adopted. The financial projections used as the basis for the calculation do not include any fiscal years in which significant increases or decreases in profits are expected. Furthermore, these financial projections were prepared on the assumption that this reorganization will be implemented.

#### 4. Overview of the Parties involved in the Absorption-Type Split

##### < Splitting Company >

|      |  |   |                                 |
|------|--|---|---------------------------------|
| (1)  | Name   | COPRO TECHNOLOGY Co., Ltd.  |                                 |
| (2)  | Location   | 1304, Nagoya Mitsui Building New Wing 13F, 1-24-20 Meieki-minami, Nakamura-ku, Nagoya-shi, Aichi, Japan |                                 |
| (3)  | Representative's name and title  | Hideki Nishioka, President and Representative Director  |                                 |
| (4)  | Business description   | Worker dispatch business, Fee-based employment placement business                                       |                                 |
| (5)  | Capital  | ¥35 million   |                                 |
| (6)  | Date of establishment  | June 6, 2006  |                                 |
| (7)  | Number of shares issued  | 700 shares  |                                 |
| (8)  | Fiscal year-end  | March 31  |                                 |
| (9)  | Number of employees  | 438   |                                 |
| (10) | Major clients  | Toyota Production Engineering, Ibiden, Jamco  |                                 |
| (11) | Main bank  | Sumitomo Mitsui Banking Corporation   |                                 |
| (12) | Major shareholder and shareholding ratio                                   | COPRO-HOLDINGS. Co., Ltd. 100.0%  |                                 |
| (13) | Relationship with the Company  | Capital relationship  | Not applicable                  |
|      |  | Personnel relationship  | Not applicable                  |
|      |  | Business relationship   | Not applicable                  |
| (14) | Financial position and operating results for the recent three fiscal years |   |                                 |
|      | Fiscal year-end  | Fiscal year ended<br>March 2023   | Fiscal year ended<br>March 2024 |
|      |  |   | Fiscal year ended<br>March 2025 |
|      | Net assets   | ¥130 million  | ¥466 million                    |
|      | Total assets   | ¥402 million  | ¥967 million                    |
|      | Net assets per share   | ¥186,531  | ¥666,887                        |
|      | Net sales  | ¥1,021 million  | ¥2,050 million                  |
|      | Operating profit   | ¥29 million   | ¥42 million                     |
|      | Ordinary profit  | ¥29 million   | ¥41 million                     |
|      | Net income attributable to owners of parent                                | ¥18 million   | ¥27 million                     |
|      | Net income per share   | ¥27,084   | ¥39,490                         |
|      | Dividends per share  | ¥0  | ¥0                              |

< Succeeding Company >

|      |  |   |                                    |                                    |
|------|--|---|------------------------------------|------------------------------------|
| (1)  | Name   | Japaniace Co., Ltd.   |                                    |                                    |
| (2)  | Location   | Yokohama Landmark Tower 18F, 2-2-1 Minatomirai, Nishi-ku, Yokohama-shi, Kanagawa, Japan |                                    |                                    |
| (3)  | Representative's name and title  | Saburo Nishikawa, Representative Director, Chairman and President                       |                                    |                                    |
| (4)  | Business description   | Advanced Engineering business centered on AI, IoT, and Cloud                            |                                    |                                    |
| (5)  | Capital  | ¥23.22 million  |                                    |                                    |
| (6)  | Date of establishment  | December 22, 1999   |                                    |                                    |
| (7)  | Number of shares issued  | 4,012,600 shares  |                                    |                                    |
| (8)  | Fiscal year-end  | November 30   |                                    |                                    |
| (9)  | Number of employees  | 1,922   |                                    |                                    |
| (10) | Major client   | ALPHA SYSTEMS INC.  |                                    |                                    |
| (11) | Main banks   | Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, and The Bank of Yokohama, Ltd.  |                                    |                                    |
| (12) | Major shareholders and shareholding ratios                                 | West River Co., Ltd. 39.88%<br>Saburo Nishikawa 15.47%<br>MSIP CLIENT SECURITIES 4.10%  |                                    |                                    |
| (13) | Relationship with the Company  | Capital relationship  | Not applicable                     |                                    |
|      |  | Personnel relationship  | Not applicable                     |                                    |
|      |  | Business relationship   | Not applicable                     |                                    |
| (14) | Financial position and operating results for the recent three fiscal years |   |                                    |                                    |
|      | Fiscal year-end  | Fiscal year ended<br>November 2023  | Fiscal year ended<br>November 2024 | Fiscal year ended<br>November 2025 |
|      | Net assets   | ¥2,857 million  | ¥2,996 million                     | ¥3,379 million                     |
|      | Total assets   | ¥4,585 million  | ¥4,949 million                     | ¥5,786 million                     |
|      | Net assets per share   | ¥717.46   | ¥756.76                            | ¥852.64                            |
|      | Net sales  | ¥9,885 million  | ¥11,211 million                    | ¥12,084 million                    |
|      | Operating profit   | ¥836 million  | ¥945 million                       | ¥982 million                       |
|      | Ordinary profit  | ¥873 million  | ¥1,022 million                     | ¥1,078 million                     |
|      | Net profit   | ¥616 million  | ¥722 million                       | ¥765 million                       |
|      | Net profit per share   | ¥155.52   | ¥181.51                            | ¥193.09                            |
|      | Dividends per share  | ¥77   | ¥95                                | ¥99                                |

[Overview of the Business Division to be Succeeded]

(1) Business Description of the Division to be Succeeded

System Engineering Service business

(2) Operating Results of the Division to be Succeeded

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

(3) Items and Book Values of Assets and Liabilities to be Succeeded

Total assets: ¥35,381 thousand, Total liabilities: No liabilities to be succeeded

(Note) The above figures are based on the data as of November 30, 2025. The actual book values at the time the absorption-type split becomes effective may change from the amounts stated above.

5. Status After the Absorption-Type Split

There will be no changes to the Company's name, location of headquarters, representative's name and title, business description, capital, or fiscal year-end as a result of this absorption-type split.

6. Summary of Accounting Treatment

The success of this business transfer is expected to fall under the category of an "acquisition" based on the Accounting Standard for Business Combinations. The allocation of the acquisition cost and the amount of goodwill associated with this treatment are currently under close examination. However, it is expected that goodwill of approximately ¥470 million will be recognized on the Company's balance sheet.

7. Future Outlook

The impact of this transaction on the full-year earnings forecast for the fiscal year ending November 30, 2026, is currently under close examination. We will promptly announce any matters that require disclosure in the future.