



February 12, 2026

Press Release

SUZUKEN CO., LTD.

Shigeru Asano, President and CEO

(Stock Code: 9987)

Securities Traded: Prime Market of the Tokyo and Nagoya Stock Exchanges, and the Sapporo Securities Exchange

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## **Announcement of Intra-Group Organizational Restructuring (Simple Incorporation-Type and Simple Absorption-Type Company Splits)**

SUZUKEN CO., LTD. (hereinafter, “the Company”) announces that, at its Board of Directors meeting held today, it resolved to transfer a portion of the business of its consolidated subsidiary, S.D. Collabo Co., Ltd. (hereinafter, “S.D. Collabo”)—specifically, its contract logistics services for pharmaceutical manufacturers (“Manufacturer Logistics”)—through a simple incorporation-type company split, to a newly established company, Collabo CREATE CO., LTD. (hereinafter, “Collabo CREATE”), which will become a wholly owned subsidiary of the Company.

In addition, the Company resolved to succeed the assets related to the Manufacturer Logistics business of its consolidated subsidiary S.D.Logi CO., LTD. (hereinafter, “S.D.Logi”) through a simple absorption-type company split, with the Company as the successor company.

As these company splits are intra-group reorganizations conducted among wholly owned subsidiaries, certain disclosure items and details that would otherwise be required in timely disclosure have been omitted.

### **I. Purpose of the Intra-Group Reorganization**

The Company established COLLABO CREATE Co., Ltd (currently S.D. Collabo) in 2005 and became the first pharmaceutical wholesaler in Japan to launch a Manufacturer Logistics business. By receiving capital participation from pharmaceutical companies and consolidating their logistics operations, the Suzuken Group (hereinafter, “the Group”) has worked to enhance its logistics capabilities, including improved delivery efficiency and strengthened BCP measures.

In 2012, leveraging the expertise gained from the Manufacturer Distribution business, the Group launched a new distribution model for high-cost pharmaceuticals (currently “the specialty drug contract distribution business”). Through this business, the Group has supported the increasingly sophisticated and diverse needs of pharmaceutical companies—such as comprehensive assistance in rare disease areas and regenerative medicine—while contributing to reducing social costs and addressing societal challenges, including the reduction of disposal losses for high-cost pharmaceuticals.

Over approximately two decades, the Group’s Manufacturer Logistics business has grown to serve 49 companies (with revenue of approximately ¥13.8 billion), and the specialty drug contract distribution business has expanded to 39 companies and 70 products (with revenue of approximately ¥300 billion\*<sup>1</sup>).

Looking ahead, as market competition is expected to intensify further, the Group aims to respond to the broad needs of pharmaceutical companies by splitting S.D. Collabo’s “specialty drug contract distribution business” and “Manufacturer Logistics business”. Through this reorganization, S.D. Collabo will concentrate on the specialty drug contract distribution business, while the newly established company will take over the

Manufacturer Logistics business. By focusing on their respective areas, both entities will undertake structural reforms to establish new logistics frameworks, deepen specialization, and pursue further growth while fulfilling their social mission in pharmaceutical logistics.

Details of the new company’s business operations will be announced in a future news release once finalized. The new company will once again adopt the name “COLLABO CREATE,” and capital participation\*<sup>2</sup> as well as personnel exchanges with specialized partner companies are planned. By incorporating diverse expertise and experience, the Group will work collaboratively with partner companies to address social challenges.

Furthermore, in parallel with the company split of the Manufacturer Logistics business, the Manufacturer Logistics assets currently held by S.D.Logi will be transferred to the Company. This step is intended to enhance overall efficiency and talent development across the Group’s Manufacturer Logistics business.

\*<sup>1</sup> Results of the fiscal year ended March 31, 2025

\*<sup>2</sup> The new company will remain a subsidiary of the Company even after capital participation by partner companies

**II. Summary of the Company Split**

**1. Outline of the Incorporation-Type Company Split**

(1) Schedule of the split

Board resolution regarding the incorporation-type company split:	February 12, 2026
Effective date of the split:	April 1, 2026 (scheduled)

(2) Method of the split

This simple company split will be conducted with S.D. Collabo as the splitting company and the newly incorporated company established through this company split as the successor company. A portion of S.D. Collabo’s business—the Manufacturer Logistics business—will be transferred through an incorporation-type company split, and the newly established company will be named Collabo CREATE CO., LTD.

(3) Allocation in connection with the split

In connection with this company split, Collabo CREATE will issue 1,000 shares of common stock, all of which will be allotted to the splitting company, S.D. Collabo. Simultaneously, S.D. Collabo will distribute all such shares as a dividend of surplus to its 100% parent company, the Company.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights upon the split

There are no applicable items.

(5) Decrease in share capital due to the split

There will be no decrease in the share capital of S.D. Collabo as a result of this company split.

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

As of the effective date, Collabo CREATE will succeed to the employment contracts and all other rights and obligations related to the Manufacturer Logistics business held by the splitting company, S.D. Collabo, excluding receivables and liabilities.

(7) Prospect of fulfillment of obligations

It has been determined that there will be no issues regarding the fulfillment of the obligations arising

in connection with this company split.

(8) Overview of the companies involved in the company split

	Splitting Company	Successor Company (New Company)
i. Company name	S.D. Collabo Co., Ltd.	Collabo CREATE CO., LTD
ii. Headquarters location	14F MSH Nihonbashi Hakozaeki Building, 19-21 Nihonbashi-Hakozakicho, Chuo-ku, Tokyo	14F MSH Nihonbashi Hakozaeki Building, 19-21 Nihonbashi-Hakozakicho, Chuo-ku, Tokyo
iii. Title and name of representative	President, Hidetsugu Soejima	President, Hidetsugu Soejima
iv. Business description	Planning and proposing distribution models for medical and related products, spanning from pharmaceutical manufacturers to wholesalers, medical institutions, and community healthcare providers	Planning and proposing contract logistics services for pharmaceutical manufacturers
v. Share capital	51 million yen	50 million yen
vi. Date of establishment	March 1, 2005	April 1, 2026
vii Number of shares issued	2,860 shares	1,000 shares
viii. Fiscal year-end	March 31	March 31
ix. Major shareholders and shareholding ratio	SUZUKEN CO., LTD.: 100.00%	SUZUKEN CO., LTD.: 100.00%

(9) Financial position and operating results of the splitting company for the most recent fiscal year

Item	Fiscal Year Ended March 31, 2025
Net sales	317,130 million yen
Operating profit	1,029 million yen
Ordinary profit	1,068 million yen
Net profit	696 million yen
Total assets	72,787 million yen
Net assets	3,444 million yen

(10) Overview of the business division to be split and succeeded

- Business activities:  
The Manufacturer Logistics business of the current S.D. Collabo
- Operating results:  
Net sales for the fiscal year ended March 31, 2025: 13,813 million yen
- Amounts of the assets and liabilities to be split and succeeded:

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	18 million yen	Current liabilities	—
Non-current assets	32 million yen	Non-current liabilities	—
Total	50 million yen	Total	0 million yen

(Note) The above amounts are estimated values calculated based on the balance sheet

as of March 31, 2025 and may fluctuate as of the effective date.

(11) Status after the company split

Following this company split, the Manufacturer Logistics business will be succeeded by the newly established company and therefore removed from the scope of the splitting company, S.D. Collabo. However, there will be no changes to its corporate name, head office location, representative's title and name, share capital, or fiscal year-end.

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

(1) Schedule of the split

Board resolution regarding the absorption-type split:	February 12, 2026
Execution of the absorption-type split agreement:	February 12, 2026
Effective date of the split:	March 31, 2026 (scheduled)

(2) Method of the split

This is an absorption-type company split in which S.D.Logi will be the splitting company and the Company will be the successor company. The absorption-type company split falls under a short-form absorption-type company split pursuant to Article 784, Paragraph 1 of the Companies Act with respect to S.D.Logi as the splitting company, and under a simple absorption-type company split pursuant to Article 796, Paragraph 2 of the Companies Act with respect to the Company as the successor company.

(3) Allocation in connection with the split

There are no allotments of shares or other consideration of any kind in connection with this absorption-type company split.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights upon the split

There are no applicable items.

(5) Decrease in share capital due to the split

There will be no decrease in the share capital of S.D.Logi as a result of this company split.

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

As of the effective date, the Company will succeed to the assets, liabilities, contracts, and ancillary rights and obligations related to S.D.Logi's Manufacturer Logistics business, as specified in the absorption-type company split agreement.

(7) Prospect of fulfillment of obligations

It has been determined that there will be no issues regarding the fulfillment of obligations arising in connection with this absorption-type company split.

(8) Overview of the companies involved in the company split (as of March 31, 2025)

	Splitting Company	Successor Company
i. Company name	S.D.Logi CO., LTD.	SUZUKEN CO., LTD.
ii. Headquarters location	8 Higashikataha-machi, Higashi-ku, Nagoya City, Aichi	8 Higashikataha-machi, Higashi-ku, Nagoya City, Aichi
iii. Title and name of representative	President and CEO, Makoto Karita	President and CEO, Shigeru Asano
iv. Business description	Provision of logistics services	Sale of ethical pharmaceuticals,

	Splitting Company	Successor Company
	specialized in pharmaceutical distribution	reagents, medical equipment, medical materials, and food products, as well as development and manufacture of medical equipment, etc.
v. Share capital	10 million yen	13,546 million yen
vi. Date of establishment	April 23, 1958	August 10, 1946
vii. Number of shares issued	20,000 shares	72,167,204 shares
viii. Fiscal year-end	March 31	March 31
ix. Major shareholders and shareholding ratio	SUZUKEN CO., LTD.: 100.00%	The Master Trust Bank of Japan, Ltd. (Trust account): 15.32% Custody Bank of Japan, Ltd. (Trust account): 3.86% Yoshiki Bessho: 2.95% Chika Bessho: 2.95% Masaki Bessho: 2.95%
x. Financial position and operating results for the most recent fiscal year		
	Fiscal Year Ended March 31, 2025 (Standalone)	Fiscal Year Ended March 31, 2025 (Consolidated)
Net assets	3,510 million yen	407,420 million yen
Total assets	25,217 million yen	1,113,831 million yen
Net assets per share	175,539 yen	5,651.56 yen
Net sales	44,937 million yen	2,399,952 million yen
Operating profit	390 million yen	37,125 million yen
Ordinary profit	260 million yen	38,830 million yen
Profit attributable to owners of parent	91 million yen	34,496 million yen
Net income per share	4,559 yen	454.58 yen

(9) Overview of the business division to be split

- Description of the assets to be split and succeeded:  
Assets related to S.D.Logi's Manufacturer Logistics business
- Amounts of the assets and liabilities to be split and succeeded:

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	—	Current liabilities	—
Non-current assets	17,274 million yen	Non-current liabilities	14,468 million yen
Total	17,274 million yen	Total	14,468 million yen

(Note) The above amounts are estimated values calculated based on the balance sheet as of March 31, 2025 and may fluctuate as of the effective date.

(10) Status after the absorption-type company split

Following this absorption-type company split, there will be no changes to the corporate name, head office location, representative's title and name, share capital, or fiscal year-end of S.D.Logi or the

Company.

### **III. Future Outlook**

The impact of this intra-group organizational restructuring on the Company's consolidated financial results for the current fiscal year is expected to be immaterial.

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.