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February 13, 2026

Company name:	Okamura Corporation
Representative:	Masayuki Nakamura Representative Director, President and Chief Executive Officer

(Securities code: 7994, Prime Market of Tokyo Stock Exchange)

Inquiries:	Yoshikazu Sato Director and Senior Managing Executive Officer, Senior General Manager, Corporate Strategies Division and HR Division, CHRO
Telephone:	+81-(0)3-6731-7200

(Update on Content for Disclosure) Notice Regarding Group Reorganization (Absorption-type Company Split of a Consolidated Subsidiary (Simplified Split, Short-form Split), Absorption-type Merger between Subsidiaries (Simplified Merger), and Absorption-type Merger with Consolidated Subsidiaries (Simplified Merger, Short-form Merger))

Okamura Corporation (hereinafter the "Company") announced on January 9, 2026 in the "Notice Regarding Commencement of Preparations for Group Organizational Reorganization (Absorption-type Company Split of a Consolidated Subsidiary, Absorption-type Merger between Subsidiaries, and Absorption-type Merger with Consolidated Subsidiaries)" that it had started to prepare for a group reorganization involving the Company and its consolidated subsidiaries wholly owned by the Company (hereinafter the "Reorganization"). The Company hereby announces that, at the Board of Directors meeting held today, it resolved to conduct the Reorganization as described below. Please note that, as the Reorganization involves only the Company and its wholly owned consolidated subsidiaries, some details have been abbreviated from this disclosure.

1. Purpose of the Reorganization

In the Office Furniture business of the Okamura Group, we will accelerate improvements to the value chain, including after-sales service functions and procurement functions, while promoting human resource development through the sharing of expertise, thereby further enhancing our business competitiveness and improving management efficiency.

2. Outline of the Reorganization

The Company will succeed, by means of an absorption-type company split, the maintenance and after-sales service business of Okamura Support and Service Corporation, a wholly owned consolidated subsidiary of the Company (hereinafter the "Split"). On the same date, the Company will conduct an absorption-type merger to transfer all other businesses to Okamura Business Support Corporation, also a wholly owned consolidated subsidiary of the Company (hereinafter "Merger ①").

On the same date, the Company will also conduct an absorption-type merger (hereinafter "Merger ②") with Hill International Inc. and Td Japan Ltd., both wholly owned consolidated subsidiaries of the Company.

3-1. Summary of the Split

(1) Schedule of the Split

Date of the meeting of the Board of Directors to decide the policy:	January 9, 2026
Date of resolution at the meeting of the Board of Directors:	February 13, 2026
Date of conclusion of the Split agreement:	February 13, 2026
Date of split (effective date):	April 1, 2026 (scheduled)

(Note) For the company, the split is a simplified absorption-type split pursuant to Article 796, Paragraph 2 of the Companies Act, and for Okamura Support and Service Corporation, it is a short-form absorption type split pursuant to Article 784, Paragraph 1 of the Companies Act. Therefore, no shareholders' meeting will be convened to approve the absorption-type split agreement.

(2) Method of the Split

The Split will be conducted as an absorption-type company split in which the Company will be the successor company and Okamura Support and Service Corporation will be the splitting company.

(3) Details of allotment related to the Split

The Split will be conducted between the Company and a wholly owned consolidated subsidiary, and no allotment of shares or other cash and assets will be made.

(4) Handling of share acquisition rights and bonds with share acquisition rights in connection with the Split

Not applicable.

(5) Change in Capital as a Result of The Split

There will be no change in capital as a result of the Split.

(6) Rights and Obligations to be Assumed by the Successor Company

The Company shall assume, from among the assets, liabilities, and rights and obligations incidental thereto relating to the business to be succeeded, those specified in the absorption-type split agreement. The assumption of debt owed by Okamura Support and Service Corporation to the Company shall be effected by means of an assumption of debt with exemption.

(7) Prospects for Fulfillment of Obligations

With respect to the obligations to be fulfilled by the Company after the effective date of The Split, the Company judges that there is no issue regarding certainty of such fulfillment.

(8) Overview of the Parties to the Split

Refer to Appendix 3-1.

(9) Outline of the Business Division to be Succeeded through The Split

① Description of the Business to be Succeeded

Maintenance and after-sales service business.

② Business Performance of the Division to be Succeeded (as of March 31, 2025)

Net sales: 1,702 million yen

Operating income: 176 million yen

③ Items and Amounts of Assets and Liabilities to be Succeeded (as of March 31, 2025)

Current assets: 891 million yen

Current liabilities: 245 million yen

Non-current assets: 131 million yen

Non-current liabilities: 110 million yen

(Note) The amounts of assets and liabilities to be succeeded will be finalized after adding or subtracting any increase or decrease up to the day preceding the scheduled date of The Split.

3-2. Summary of the Merger ①

(1) Schedule of the Merger ①

Date of the meeting of the Board of Directors to decide the policy:	January 9, 2026
Date of resolution at the meeting of the Board of Directors:	February 13, 2026
Date of conclusion of the Merger ① agreement:	February 13, 2026
Date of merger (effective date):	April 1, 2026 (scheduled)

(Note) For Okamura Business Support Corporation, Merger ① is a simplified merger pursuant to Article 796, Paragraph 2 of the Companies Act. Therefore, no shareholders' meeting will be convened to approve the merger agreement.

(2) Method of the Merger ①

The Merger ① will be conducted as an absorption-type merger in which Okamura Business Support Corporation will be the surviving company, and Okamura Support and Service Corporation, is scheduled to be dissolved.

(3) Details of allotment related to the Merger ①

The Merger will be conducted as an absorption-type merger between wholly owned consolidated subsidiaries of the Company, and no allotment of shares or other cash and assets will be made.

(4) Handling of share acquisition rights and bonds with share acquisition rights in connection with the Merger ①

Not applicable

(5) Overview of the Parties to the Merger ①

Refer to Appendix 3-2.

3-3. Summary of the Merger ②

(1) Schedule of the Merger ②

Date of the meeting of the Board of Directors to decide the policy:	January 9, 2026
Date of resolution at the meeting of the Board of Directors:	February 13, 2026
Date of conclusion of the Merger ② agreement:	February 13, 2026
Date of merger (effective date):	April 1, 2026 (scheduled)

(Note) For the company, Merger ② is a simplified merger pursuant to Article 796, Paragraph 2 of the Companies Act, and for Hill International Inc. and Td Japan Ltd., it is a short-form merger pursuant to Article 784, Paragraph 1 of the Companies Act. Therefore, no shareholders' meeting will be convened to approve the merger agreement.

(2) Method of the Merger ②

The Merger ② will be conducted as an absorption-type merger in which the Company will be the surviving company, and Hill International Inc. and Td Japan Ltd. are scheduled to be dissolved.

(3) Details of allotment related to the Merger ②

The Merger will be conducted as an absorption-type merger between the Company and its wholly owned consolidated subsidiaries, and no allotment of shares or other cash and assets will be made.

(4) Handling of share acquisition rights and bonds with share acquisition rights in connection with the Merger ②

Not applicable

(5) Overview of the Parties to the Merger ②

Refer to Appendix 3-3

4. Status of the Company after the Reorganization

Following the Reorganization, the Company's name, address, representative's title and name, business description, paid-in-capital, and fiscal year end will remain unchanged.

5. Future Outlook

The Reorganization will be conducted between the Company and consolidated subsidiaries wholly owned by the Company, and the impact on the Company's consolidated financial results is expected to be immaterial.

(Reference) Forecast of consolidated performance for the FY ending March 31, 2026 (released on November 7, 2025) and results of consolidated performance for the FY ended March 31, 2025

	Net sales	Operating profit	Ordinary profit	Profit attributable to owners of parent	Profit per share
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Yen
Forecast of performance for the FY ending March 31, 2026	330,000	24,000	26,000	22,000	232.42
Results of performance for the FY ended March 31, 2025	314,527	23,935	26,459	22,045	232.93

(Appendix) 3-1 Split

		Successor Company in the Absorption-type Company Split	Splitting Company in the Absorption-type Company Split
(1)	Name	Okamura Corporation	Okamura Support and Service Corporation
(2)	Location	2-7-18, Kitasaiwai Nishi-ku, Yokohama, Kanagawa, Japan	2-4-3, Suehirocho, Tsurumi-ku, Yokohama, Kanagawa, Japan
(3)	Job title and name of representative	Masayuki Nakamura Representative Director, President and Chief Executive Officer	Kensaku Sugiyama Representative Director and President
(4)	Description of business	・ Manufacture and sale of steel furniture ・ Manufacture and sale of display fixtures and other equipment ・ Manufacture and sale of industrial machinery and other equipment, etc.	・ Construction, maintenance, and after-sales services for office environments, etc.
(5)	Paid-in capital	18,670 million yen	90 million yen
(6)	Foundation	July 15, 1946	August 2,1999
(7)	Number of issued shares	100,621,021	1,800
(8)	Fiscal year end	March 31	March 31
(9)	Major shareholders and ownership ratios (as of September 30, 2025)	The Master Trust Bank of Japan, Ltd. (12.66%) Okamura Group Employees Stock Ownership Association (5.99%) Custody Bank of Japan, Ltd. (5.86%) NIPPON STEEL CORPORATION (5.60%) Meiji Yasuda Life Insurance Company (5.16%)	Okamura Corporation (100.00%)

(10) Financial positions and operating results for the last fiscal year

(Millions of yen, unless otherwise noted)

Fiscal year end	March 31, 2025 (consolidated)	March 31, 2025 (non-consolidated)
Net assets	186,795	726
Total assets	289,144	1,182
Net assets per share (Yen)	1,956.33	403,879.68
Net sales	314,527	2,256
Operating profit	23,935	231
Ordinary profit	26,459	235
Profit attributable to owners of parent	22,045	165
Profit per share (Yen)	232.93	91,757.80

(Appendix) 3-2 Merger ①

		Surviving Company in the Absorption-type Merger	Dissolving Company in the Absorption-type Merger
(1)	Name	Okamura Business Support Corporation	Okamura Support and Service Corporation
(2)	Location	2-7-18, Kitasaiwai Nishi-ku, Yokohama, Kanagawa, Japan	2-4-3, Suehirocho, Tsurumi-ku, Yokohama, Kanagawa, Japan
(3)	Job title and name of representative	Yoshikazu Sato Representative Director and President	Kensaku Sugiyama Representative Director and President
(4)	Description of business	・Non-life and life insurance agency services, and welfare benefit services for the Okamura Group, etc.	・Construction, maintenance, and after-sales services for office environments, etc.
(5)	Paid-in capital	10 million yen	90 million yen
(6)	Foundation	April 1, 1994	August 2,1999
(7)	Number of issued shares	200	1,800
(8)	Fiscal year end	March 31	March 31
(9)	Major shareholders and ownership ratios (as of September 30, 2025)	Okamura Corporation (100.00%)	Okamura Corporation (100.00%)

(10) Financial positions and operating results for the last fiscal year

(Millions of yen, unless otherwise noted)

Fiscal year end	March 31, 2025 (non-consolidated)	March 31, 2025 (non-consolidated)
Net assets	822	726
Total assets	1,013	1,182
Net assets per share (Yen)	4,112,630.89	403,879.68
Net sales	638	2,256
Operating profit	105	231
Ordinary profit	257	235
Profit attributable to owners of parent	218	165
Profit per share (Yen)	1,093,373.33	91,757.8

(Appendix) 3-3 Merger ②

		Surviving Company in the Absorption-type Merger	Dissolving Company in the Absorption-type Merger	Dissolving Company in the Absorption-type Merger
(1)	Name	Okamura Corporation	Hill International Inc.	Td Japan Ltd.
(2)	Location	2-7-18, Kitasaiwai Nishi-ku, Yokohama, Kanagawa, Japan	2-13-2, Nagatacho, Chiyoda-ku, Tokyo, Japan	2-14-2, Nagatacho, Chiyoda-ku, Tokyo, Japan
(3)	Job title and name of representative	Masayuki Nakamura Representative Director, President and Chief Executive Officer	Harunori Sato Representative Director and President	Shigeo Mizutani Representative Director and President
(4)	Description of business	・ Manufacture and sale of steel furniture ・ Manufacture and sale of display fixtures and other equipment ・ Manufacture and sale of industrial machinery and other equipment, etc.	・ Import and sale of high-end furniture and interior products from Europe and North America, etc.	・ Import and sale of dealing desks and monitor arms, etc.
(5)	Paid-in capital	18,670 million yen	10 million yen	60 million yen
(6)	Foundation	July 15, 1946	June 5, 2000	September 17, 2010
(7)	Number of issued shares	100,621,021	200	1,200
(8)	Fiscal year end	March 31	March 31	March 31
(9)	Major shareholders and ownership ratios (as of September 30, 2025)	The Master Trust Bank of Japan, Ltd. (12.66%) Okamura Group Employees Stock Ownership Association (5.99%) Custody Bank of Japan, Ltd. (5.86%) NIPPON STEEL CORPORATION (5.60%) Meiji Yasuda Life Insurance Company (5.16%)	Okamura Corporation (100.00%)	Okamura Corporation (100.00%)

(10) Financial positions and operating results for the last fiscal year

(Millions of yen, unless otherwise noted)

Fiscal year end	March 31, 2025 (consolidated)	March 31, 2025 (non-consolidated)	March 31, 2025 (non-consolidated)
Net assets	186,795	(13)	299
Total assets	289,144	325	335
Net assets per share (Yen)	1,956.33	(65,073.14)	249,166.84

Net sales	314,527	608	386
Operating profit	23,935	21	104
Ordinary profit	26,459	18	104
Profit attributable to owners of parent	22,045	13	68
Profit per share (Yen)	232.93	66,267.66	57,048.27