



February 13, 2026

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	(Securities code:3763; TSE Prime Market)
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### **Notice Regarding Conclusion of Capital and Business Alliance Agreement and Disposal of Treasury Shares through Third-Party Allotment**

Pro-Ship Incorporated (the "Company") hereby announces that at its Board of Directors meeting held on February 13, 2026, the Company resolved to enter into a capital and business alliance agreement (the "Capital and Business Alliance Agreement"; the alliance based on this agreement is referred to as the "Capital and Business Alliance") with First Accounting Co., Ltd. ("First Accounting" or the "Allottee") as of today, and to dispose of treasury shares through a third-party allotment (the "Disposal of Treasury Shares") to the Allottee.

#### **I. Capital and Business Alliance**

##### **1. Background and Purpose of the Capital and Business Alliance**

Under our corporate philosophy of "Speciality for Customer," Pro-Ship aims to provide the "world's best fixed asset management solution." We are transforming from a conventional accounting tool into a comprehensive object-centric "Management Platform." This evolution integrates financial data with real-world asset intelligence from the field, empowering organizations to visualize complex management challenges. By connecting back-office functions with operational reality, we drive superior decision-making and elevate management quality through object-centric innovation.

In August 2025, we began discussing the potential for a business alliance and collaboration with First Accounting Co., Ltd. ("First Accounting"), a company with advanced technical capabilities in the specialized field of accounting AI that leads the "Accounting Singularity (automation of accounting operations)" vision.

With the mandatory adoption of the New Lease Accounting Standard in April 2027, companies face an impending surge in contract volume and manual data entry. We shared the recognition that we can provide new value to solve corporate challenges by combining our fixed asset management solution with First Accounting's AI technologies, such as contract and voucher recognition and automated journal entry.

Furthermore, we have deepened our discussions on technical collaboration to achieve the "world's best fixed asset management solution" by leveraging each other's customer bases for sales expansion and further integrating their accounting AI to enhance productivity in fixed asset management operations. Having confirmed a high probability of creating synergies through this collaboration, we have decided to enter into this Capital and Business Alliance based on mutual trust to facilitate more specific discussions and to strengthen our collaborative structure and deepen our relationship.

##### **2. Specific Synergies and Initiatives through the Business Alliance**

Both companies will focus on the following areas to aim for mutual expansion of business performance.

###### **i. Automation and Efficiency in Responding to the New Lease Accounting Standard**

The "New Lease Accounting Standard," scheduled for mandatory application in April 2027, is expected to significantly increase the number of contracts that companies must manage. The resulting massive data entry workload is an urgent challenge for many enterprises. By integrating our fixed asset management solution with First Accounting's AI technology (contract/voucher recognition and automated journal entry), we will jointly deploy solutions that achieve automation and efficiency in the entry of contracts subject to management.

###### **ii. Sales Expansion through Mutual Customer Base Utilization**

We aim to achieve business growth and performance expansion for both companies by proposing collaborative solutions (cross-selling) to our customer base, which primarily consists of large enterprises, as well as to First Accounting's customers.

###### **iii. Realizing the "World's Best Fixed Asset Management Solution"**

This Capital and Business Alliance is not limited to responding to the New Lease Accounting Standard. We will continue to deepen our collaboration with First Accounting's accounting AI technology to link accounting data with information related to assets in the field, such as factories and stores. This will contribute to creating new value through the construction of an object-centric "Management Platform" that is distinct from conventional "money-centric" management methods.

##### **3. Reasons for the Capital Alliance**

The collaboration involves mid- to long-term solution development, including responding to the New Lease Accounting Standard. We have determined that it is essential for both companies to establish a framework for commitment from a mid- to long-term perspective

toward continuous technical collaboration and the maximization of customer value. Therefore, we have concluded that it is necessary to go beyond a simple business alliance and conduct a capital alliance through mutual shareholding to strengthen the stability and continuity of the collaboration and enhance the sense of unity in resource investment and decision-making. Accordingly, we have entered into this Capital and Business Alliance Agreement today.

Furthermore, this disposal of treasury shares is being conducted as part of this Capital and Business Alliance. Pro-Ship will dispose of 319,500 treasury shares through a third-party allotment, and First Accounting is expected to acquire 1.27% (a total amount of approximately 500 million yen) of the Company's total number of issued common shares (excluding treasury shares), which stands at 25,126,736 shares. (The total number of issued shares as of September 30, 2025, is stated as the number of shares after adjustment for the two-for-one stock split effective October 1, 2025).

In addition, the Company plans to acquire shares of First Accounting equivalent to approximately 500 million yen in total through market purchases or other reasonable methods between March 2026 and June 2026. This acquisition is intended to be roughly equivalent to the amount of Pro-Ship's common shares acquired by First Accounting.

#### 4. Overview of the Partner for the Capital and Business Alliance

(1)	Company name:	Fast Accounting Co.,Ltd	
(2)	Location	Shiba Park Building, 2 Chome-4-1 Shibakoen, Minato City, Tokyo	
(3)	Representative	Keitaro Mori, Representative Director and President	
(4)	Business Activities	AI solution business specialized in the accounting field (Accounting AI business)	
(5)	Capital	411 million yen (As of September 30, 2025)	
(6)	Date of Establishment	June 3, 2016	
(7)	Number of Issued Shares	11,144,600 shares (As of September 30, 2025)	
(8)	Fiscal Year End	December 31	
(9)	Number of Employees	71 (As of December 31, 2024)	
(10)	Major Customers	—	
(11)	Main Banks	—	
(12)	Major Shareholders and Ownership Ratios (As of June 30, 2025)	Keitaro Mori	23.36%
		MoriSpaceManagement Co., Ltd.	21.68%
		INTERACTIVE BROKERS LLC (Standing Proxy: Interactive Brokers Securities Japan, Inc.)	7.12%
		Custody Bank of Japan, Ltd. (Trust Account)	6.09%
		Mynavi Corporation	4.52%
		The Master Trust Bank of Japan, Ltd. (Trust Account)	4.45%
		DAIWA CM SINGAPORE LTD-NOMINEE ALL STAR SAAS FUND PTE.LTD. (Standing Proxy: Daiwa Securities Co. Ltd.)	3.75%
		Naoyuki Nakazono	1.30%
		Hongpeng Ge	1.17%
		SBI SECURITIES Co., Ltd.	0.96%
(13)	Relationship with the Company	Capital Relationship	Not applicable.
		Personnel Relationship	Not applicable.
		Business Relationship	Not applicable.
		Related Party Status	Not applicable.
(14)	Financial Results and Financial Position for the Past Three Years (Non-consolidated) (Units: Millions of yen, unless otherwise specified)		
	Fiscal Year-End	Dec. 2022	Dec. 2023
	Net Assets	168	882
	Total Assets	744	1,618
	Net Assets Per Share (Yen)	△130.74	83.41
	Net Sales	785	1,232
	Operating Profit	△82	126
	Ordinary Profit	△77	117
	Net Income	△78	125
	Net Income Per Share (Yen)	△8.24	12.89
	Dividends Per Share (Yen)	0	1.55
			465
			43.26
			1.20

(Note) Descriptions of major customers and major banks are omitted at the request of the planned allottee.

#### 5. Schedule

(1)	Date of resolution by the Board of Directors regarding the Capital and Business Alliance and the Disposal of Treasury Shares	February 13, 2026
(2)	Date of conclusion of the agreement regarding the Capital and Business Alliance and the Disposal of Treasury Shares	February 13, 2026
(3)	Payment date for the Disposal of Treasury Shares and the commencement date of the Capital and Business Alliance	March 2, 2026 (Scheduled)

## 6. Future Outlook

Please refer to "II. Regarding the Disposition of Treasury Stock, 8. Future Outlook" below.

## II. Regarding the Disposition of Treasury Stock

### 1. Overview of the Disposal

(1) Date of Disposal	March 2, 2026
(2) Number of shares disposed of	Common stock: 319,500 shares
(3) Disposal Price	1,610 yen per share
(4) Amount of Funds Raised	514,395,000 yen
(5) Offering or Disposal Method (Allottees)	Third-party allotment method. First Accounting
(6) Other	The above items are subject to the effectiveness of the notification under the Financial Instruments and Exchange Act.

### 2. Purpose and Reason for the Disposition of Treasury Stock

Please refer to the section "I. The Capital and Business Alliance 1. Background and Purpose of the Capital and Business Alliance" above.

### 3. Amount of Funds to be Raised, Use of Funds, and Scheduled Expenditure Period

#### (1) Amount of Funds to be Raised

1. Total Amount to be Paid	¥514,395,000
2. Estimated Issuance Expenses	¥4,000,000
3. Estimated net proceeds	¥510,395,000

(Note) 1. The estimated amount of issuance expenses does not include consumption tax, etc. 2. The breakdown of the estimated issuance expenses includes securities filing preparation support fees, advisory fees, legal fees, etc.

#### (2) Specific Use of Funds to be Raised

Specific Use	Amount (Millions of Yen)	Scheduled Expenditure Period
Cost of acquiring First Accounting's common stock	510	March 2026 to June 2026
Total	510	

(Note) Regarding fund management until the scheduled expenditure period, we plan to ensure stable fund management through bank deposits.

As described in "6. Reasons for Selecting the Disposal Recipient" below, in advancing the business alliance between our company and First Accounting, the intended allocation recipient, we determined that mutually acquiring shares would establish a cooperative framework between the two companies and make the business alliance more certain. Therefore, we decided to establish a new capital relationship. Therefore, the entire estimated net proceeds of approximately 510 million yen raised through this disposal of treasury stock will be used to pay the consideration for acquiring First Accounting's common stock through market purchases or other reasonable methods. The planned expenditure period is between March 2026 and June 2026.

### 4. Rationale for Use of Proceeds

We believe that allocating the proceeds from this disposal of treasury shares to the specific purposes described in "3. Amount of Funds to be Raised, Use of Proceeds, and Planned Timing of Expenditure (2) Specific Use of Proceeds" above will contribute to the enhancement of the Company's corporate value over the medium to long term. Accordingly, we have determined that the use of proceeds from this disposal of treasury shares is reasonable.

### 5. Reasonableness of Disposal Conditions

#### (i) Basis for Calculation of the Payment Amount and Specific Details

The disposal price has been determined to be 1,610 yen (amounts less than one yen discarded), which is the simple average of the closing prices of the Company's common stock on the Prime Market of the Tokyo Stock Exchange for the most recent one-month period (from January 13, 2026 to February 12, 2026) up to the business day immediately preceding the date of the resolution by the Board of Directors regarding this disposal of treasury shares (February 12, 2026; hereinafter the "Board Resolution Date"). The reason for adopting the simple average of the closing prices for the most recent one-month period up to the business day immediately preceding the Board Resolution Date is that we determined that adopting a leveled average stock price over a certain period, rather than using the stock price on a specific date as the sole benchmark, would eliminate special factors such as the impact of temporary stock price fluctuations, thereby ensuring greater objectivity and reasonableness as a basis for calculation. Furthermore, the calculation period was set at the most recent one month because we determined that adopting a more recent period, compared to the most recent three or six months, would be more reasonable as it reflects the current value of the Company's shares. This price was determined after consultation with the planned allottees.

The disposal price of 1,610 yen represents: (i) a premium of 12.35 % (rounded to two decimal places; the same applies hereinafter in this section) to the closing price of 1,433 yen on the business day immediately preceding the Board Resolution Date (February 12, 2026); (ii) a discount of 1.77% to the average closing price of 1,639 yen for the most recent three-month period (from November 13,

2025 to February 12, 2026) (amounts less than one yen rounded up; the same applies hereinafter in this section. Note that for closing prices prior to the day before the effective date of the 2-for-1 stock split of the Company's common stock effective October 1, 2025, the stock prices have been adjusted to reflect said stock split); and (iii) a premium of 0.37% to the average closing price of 1,604 yen for the most recent six-month period (from August 13, 2025 to February 12, 2026).

As described above, the disposal price for this disposal of treasury shares is determined based on the market share price, which is an objective indicator of the value of the Company's shares. Furthermore, since the disposal price complies with the "Guidelines Concerning the Handling of Capital Increase through Third-Party Allotment" (issued on April 1, 2010) of the Japan Securities Dealers Association (JSDA), we have determined that the method for determining the disposal price is reasonable. Based on this determination, the Company's Board of Directors has thoroughly discussed and considered the terms of this disposal of treasury shares and resolved the same with the unanimous consent of all Directors.

In addition, the Company has obtained an opinion from its Audit and Supervisory Committee (consisting of three Outside Directors) to the effect that the determination of the disposal price based on the aforementioned basis is fair and appropriate, complies with the JSDA's "Guidelines Concerning the Handling of Capital Increase through Third-Party Allotment," does not constitute a particularly favorable disposal price to the planned allottees, and is lawful.

(ii) Basis for Determining that the Number of Shares to be Disposed of and the Scale of Share Dilution are Reasonable

The number of shares to be disposed of in this disposal of treasury shares is 319,500 shares. This corresponds to 1.27% of the total number of issued shares of 25,126,736 (excluding treasury shares) as of September 30, 2025 (since the Company conducted a 2-for-1 stock split of its common stock effective October 1, 2025, the number of issued shares reflects the adjustment for said stock split). This also represents 1.28% of the total 250,232 voting rights (reflecting only the increase in voting rights resulting from the said stock split). Both percentages are rounded to two decimal places. While this will result in a certain degree of dilution, this disposal of treasury shares is being implemented based on the capital and business alliance between the Company and the planned allottees. This alliance aims to strengthen our business through further sales reinforcement and collaboration, as well as the development and provision of new solutions. Accordingly, we expect this disposal of treasury shares to lead to the future expansion of our sales and earnings, contribute to the enhancement of the Company's medium- to long-term corporate value, and benefit our existing shareholders. Taking these factors into account, the Company has determined that the number of shares to be disposed of and the scale of share dilution are reasonable, while also considering the aforementioned degree of dilution.

## 6. Reasons for Selecting the Allocation Recipients

### (1) Overview of the Allocation Recipient

Please refer to "I. Capital and Business Alliance, 4. Overview of the Partner for the Capital and Business Alliance" above.

(Note) First Accounting Co., Ltd. is listed on the Growth Market of the Tokyo Stock Exchange. The Company has confirmed their basic policy and the status of their internal systems for the exclusion of anti-social forces as described in their Corporate Governance Report (last updated March 31, 2025) filed with the Tokyo Stock Exchange. Furthermore, based on interviews with representatives from First Accounting, the Company has determined that neither First Accounting nor its officers have any affiliation with individuals or entities that seek economic benefit through violence, force, fraud, or other criminal acts (hereinafter "specified organizations, etc.").

### (2) Reasons for Selecting the Allocation Recipient

Please refer to "I. Capital and Business Alliance, 1. Background and Purpose of the Capital and Business Alliance" above.

### (3) Investment Policy of the Allottee

The Company has received oral confirmation from First Accounting, the allottee, that the acquisition of shares through this disposal of treasury shares is an investment intended to strengthen the relationship with the Company, and that they intend to hold the shares over the long term. In this Strategic Capital and Business Alliance Agreement, the Company and the planned allottee, First Accounting Co., Ltd., are prohibited from acquiring additional shares that would cause their shareholding percentage in the other party to exceed five percent (5%) of the other party's total issued shares, unless they have obtained the other party's prior written consent. Furthermore, the Company will obtain a letter of undertaking from First Accounting, under which they agree that if they transfer all or part of the common shares acquired through this disposal within two years of the payment date, they will report the details to the Company in writing, and that the Company will report such details to the Tokyo Stock Exchange and make them available for public inspection.

### (4) Confirmation of the Allottee's Funds for Payment

Based on the interim consolidated financial statements in First Accounting's "10th Semi-Annual Report," the Company has confirmed that the allottee holds sufficient cash, deposits, and other liquid assets required for the payment of this disposal of treasury shares. Therefore, the Company has concluded that there are no issues regarding the availability of funds for the payment.

## 7. Major Shareholders and Shareholding Ratios After the Disposal of Treasury Stock

Before Disposal (September 30, 2025)		After the Disposal	
Katsuyoshi Suzuki	20.31%	Katsuyoshi Suzuki	20.05%
The Master Trust Bank of Japan, Ltd. (Trust Account)	7.54%	The Master Trust Bank of Japan, Ltd. (Trust Account)	7.45%
UH Partners 2 Investment Limited Partnership	6.44%	UH Partners 2 Investment Limited Partnership	6.36%
Hikari Tsushin KK Investment Limited Partnership	5.43%	Hikari Tsushin KK Investment Limited Partnership	5.36%
BBH FOR FIDELITY LOW-PRICED STOCK FUND (PRINCIPAL ALL SECTOR SUPPORTFOLIO) (Standing Proxy: Mitsubishi UFJ Bank, Ltd., Settlement Business Division)	4.54%	BBH FOR FIDELITY LOW-PRICED STOCK FUND (PRINCIPAL ALL SECTOR SUPPORTFOLIO) (Standing Proxy: Mitsubishi UFJ Bank, Ltd., Settlement Business Division)	4.48%

Nomura Trust and Banking Co., Ltd. (Investment Trust Account)	4.50%	Nomura Trust and Banking Co., Ltd. (Investment Trust Account)	4.44%
Masatoshi Hasebe	3.27%	Masatoshi Hasebe	3.23%
HIKARI TSUSHIN, INC.	1.96%	HIKARI TSUSHIN, INC.	1.94%
STATE STREET BANK AND TRUST COMPANY 505224 (Standing Proxy: Mizuho Bank, Ltd., Settlement Business Department)	1.92%	STATE STREET BANK AND TRUST COMPANY 505224 (Standing Proxy: Mizuho Bank, Ltd., Settlement Business Department)	1.90%
Mayumi Kawakubo	1.77%	Mayumi Kawakubo	1.75%

(Note) 1. Shareholding ratios are calculated based on the total number of issued shares (excluding treasury shares). Ratios are rounded to the nearest second decimal place. 2. The Company holds 6,511,664 shares of treasury stock (as of September 30, 2025), which are excluded from the major shareholders listed above. The number of treasury shares reflects the results of the two-for-one stock split of common stock effective October 1, 2025, and is calculated by multiplying the number of shares recorded in the shareholder registry as of September 30, 2025, by the split ratio of two.

## 8. Future Outlook

The impact of this capital and business alliance and the disposal of treasury shares on the consolidated earnings for the current fiscal year is currently under close examination. However, the Company believes that it will contribute to the enhancement of corporate value over the medium to long term. If any need for revision of the earnings forecast or any matters requiring disclosure arise in the future, the Company will promptly announce them.

## 9. Matters Concerning Procedures under the Code of Corporate Conduct

With respect to this disposal of treasury shares, since (i) the dilution ratio is less than 25% and (ii) it does not involve a change in the controlling shareholder, the Company is not required to obtain an opinion from an independent third party or follow procedures to confirm the intent of shareholders as prescribed in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange.

## 10. Financial Results and Equity Finance Status for the Past Three Years

### (1) Consolidated Financial Results for the Past Three Fiscal Years

(Unit: million yen)

	Fiscal Year Ended March 2023	Fiscal Year Ended March 2024	Fiscal Year Ended March 2025
Net Sales	6,600	6,812	7,564
Operating Profit	1,630	1,632	2,309
Ordinary Profit	1,831	1,877	2,431
Profit Attributable to Owners of Parent	1,299	1,349	1,930
Net Income Per Share (Yen)	96.53	109.65	156.06
Dividend Per Share (Yen)	47.00	50.00	63.00
Net Assets Per Share (Yen)	525.50	593.25	704.97

### (2) Current Status of Total Issued Shares and Dilutive Shares (as of September 30, 2025)

	Number of Shares	Ratio to Total Number of Shares Issued
Total number of issued shares	31,638,400	100.00%
Number of potential shares at the current conversion price (exercise price)	489,000	1.55%
Number of potential shares at the minimum conversion price (exercise price)	—	—
Number of potential shares at the maximum conversion price (exercise price)	—	—

(Note) 1. "Total number of issued shares" and "Number of potential shares at the current conversion price (exercise price)" reflect the results of the two-for-one stock split of common stock effective October 1, 2025, and are calculated by multiplying the number of shares recorded in the shareholder registry as of September 30, 2025, by two.

2. The number of potential shares at the current conversion price (exercise price) is attributable to unexercised share acquisition rights and stock options. The ratio of these shares to the total number of issued shares is rounded to the nearest second decimal place.

### (3) Stock Price Status for the Recent Years

#### 1. Stock price status for the past three fiscal years

	Fiscal Year Ended March 2023	Fiscal Year Ending March 2024	Fiscal Year Ending March 2025
Opening Price	¥710.0	¥687.0	¥728.5

High Price	¥824.0	¥787.0	¥938.0
Low Price	¥651.5	¥598.5	¥604.5
Closing Price	¥687.0	¥727.5	¥875.0

(Note) Stock prices are adjusted following the stock split implemented on October 1, 2025.

2. Stock price status for the recent six months

	September 2025	October 2025	November 2025	December 2025	January 2026	February 2026
Opening Price	¥1,595	¥1,426	¥1,463	¥1,645	¥1,710	¥1,600
High Price	¥1,705	¥1,664	¥1,797	¥1,753	¥1,802	¥1,610
Low Price	¥1,465	¥1,388	¥1,457	¥1,544	¥1,588	¥1,407
Closing Price	¥1,486	¥1,493	¥1,659	¥1,719	¥1,610	¥1,433

(Note) 1. Stock prices are adjusted following the stock split implemented on October 1, 2025.

2. Regarding February 2026, the status as of February 12, 2026, is shown.

3. Stock price on the business day preceding the date of the resolution for the disposal

	February 12, 2026
Opening Price	¥1,474
High Price	¥1,474
Low Price	¥1,433
Closing Price	¥1,433

(4) Equity finance status for the past three years

Not applicable.

11. Disposal Details

(1) Number of shares to be disposed	319,500 shares of common stock
(2) Disposal price per share	¥1,610
(3) Total amount of disposal	¥514,395,000
(4) Allocation method	Disposal of treasury shares through a third-party allotment
(5) Planned allottee	First Accounting Co., Ltd.
(6) Subscription period	March 2, 2026
(7) Disposal date	March 2, 2026
(8) Others	Each of the above items is subject to the condition that the notification under the Financial Instruments and Exchange Act becomes effective.