October 13, 2026

To Whom It May Concern

Company Name: Orchestra Holdings Inc.
Representative: Yoshiro Nakamura, President & Representative Director
(Code No.: 6533, TSE Prime Market)
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Notice Concerning Group Reorganization

(Absorption-Type Mergers and Absorption-Type Company Splits Among Consolidated Subsidiaries)

The Company hereby announces that, at a meeting of its Board of Directors held today, it resolved to implement three absorption-type mergers and two absorption-type company splits among its consolidated subsidiaries (collectively, the "Reorganization"), as described below, as part of a group reorganization aimed at integrating businesses in the Group's DX Business and Platform Business. The Company also announces that the respective parties entered into absorption-type merger agreements and absorption-type company split agreements today.

The Reorganization will be implemented subject to the share exchange announced in the "Notice Concerning Execution of Share Exchange Agreement (Simplified Share Exchange) for Making Sharing Innovations Inc. a Wholly Owned Subsidiary of Orchestra Holdings Inc." dated August 25, 2026 (the "Share Exchange") becoming effective, which is scheduled for November 30, 2026.

As all of the absorption-type mergers and absorption-type company splits comprising the Reorganization will be conducted among the Company's consolidated subsidiaries, certain disclosure items and details have been omitted.

Details

1. Purpose of the Reorganization

As a measure to be implemented following the effectiveness of the Share Exchange, the Group has been discussing and considering a reorganization within the Group in order to integrally and efficiently utilize management resources within the Group and promptly realize synergies from the Share Exchange, including (i) strengthening competitiveness in winning orders through the mutual utilization of development and sales resources, (ii) improving development quality and productivity through the sharing of human resources and technical know-how, and (iii) expanding cross-selling and revenue opportunities through the mutual utilization of customer bases.

As part of these efforts, the Reorganization will integrate into Sharing Innovations Inc. ("Sharing Innovations") the system development businesses conducted within the Group's DX Business by SALTO Co., Ltd. ("SALTO") and JTPRO Corporation ("JTPRO"), as well as the SES business of VES Inc. ("VES"). In addition, the Platform Business of Sharing Innovations and G clef Inc. ("G clef"), which operates the same business, will be transferred to and integrated into Land Ho Co.,Ltd. ("Land Ho"). Through the Reorganization, the Group will consolidate its system development functions into Sharing Innovations and its Platform Business into Land Ho, thereby accelerating decision-making and optimizing the allocation of management resources.

2. Summary of the Reorganization

(1) Overview of the Reorganization

No.	Method	Surviving Company / Successor Company	Disappearing Company / Splitting Company	Business to Be Succeeded	Consideration	Effective Date (Scheduled)
①	Absorption-type Merger	Sharing Innovations Inc.	SALTO Co., Ltd.	All businesses	No consideration	December 1, 2026
②	Absorption-type Company Split	Sharing Innovations Inc.	VES Inc.	SES Business (Note 1)	No consideration	December 1, 2026
③	Absorption-type Merger	Sharing Innovations Inc.	JTPRO Corporation	All businesses (Note 2)	No consideration	December 1, 2026
④	Absorption-type Company Split	Land Ho Co.,Ltd.	Sharing Innovations Inc.	Platform Business (Note 1)	No consideration	December 1, 2026
⑤	Absorption-type Merger	Land Ho Co.,Ltd.	G clef Inc.	All businesses (Note 2)	No consideration	December 1, 2026

(Note 1) The assets to be succeeded under ② include all of the issued shares of JTPRO Corporation, and the assets to be succeeded under ④ include all of the issued shares of G clef Inc.

(Note 2) The absorption-type merger under ③ will become effective subject to the absorption-type company split under ② becoming effective, and the absorption-type merger under ⑤ will become effective subject to the absorption-type company split under ④ becoming effective.

(2) Schedule of the Reorganization

Date of Resolution by the Company's Board of Directors	October 13, 2026 (Today)
Date of Execution of the Absorption-type Merger Agreements and Absorption-type Company Split Agreements (by the respective parties)	October 13, 2026 (Today)
Effective Date of the Reorganization	December 1, 2026 (Scheduled)

(Note) The Reorganization is scheduled to be implemented after the respective parties complete the necessary procedures under the Companies Act, including, where required, obtaining approval at their respective general meetings of shareholders.

(3) Method of the Reorganization

The transactions under ① and ③ are absorption-type mergers in which Sharing Innovations Inc. will be the surviving company and SALTO Co., Ltd. and JTPRO Corporation, respectively, will be the disappearing companies. The transaction under ⑤ is an absorption-type merger in which Land Ho Co.,Ltd. will be the surviving company and G clef Inc. will be the disappearing company. Each disappearing company will be dissolved as of the respective effective date.

The transaction under ② is an absorption-type company split in which VES Inc. will be the splitting company and Sharing Innovations Inc. will be the successor company, with VES Inc.'s SES Business to be succeeded by Sharing Innovations Inc. The transaction under ④ is an absorption-type company split in which Sharing Innovations Inc. will be the splitting company and Land Ho Co.,Ltd. will be the successor company, with Sharing Innovations Inc.'s Platform Business to be succeeded by Land Ho Co.,Ltd. (the transactions under ② and ④ are hereinafter collectively referred to as the "Absorption-type Company Splits").

(4) Details of Allotments in Connection with the Reorganization

No shares, cash, or other consideration will be allotted or delivered in connection with any of the absorption-type mergers or absorption-type company splits (i.e., no consideration will be provided). This is because, as of the respective effective dates, the transactions under ①, ②, and ④ will be absorption-type mergers or absorption-type company splits between wholly owned subsidiaries whose issued shares are directly and wholly owned by the Company, while the transactions under ③ and ⑤ will be absorption-type mergers between a wholly owning parent company and its wholly owned subsidiary, in which the surviving company will hold all of the issued shares of the disappearing company.

(5) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights in Connection with the Reorganization

Among the disappearing companies in the absorption-type mergers and the splitting companies in the absorption-type company splits, SALTO Co., Ltd., JTPRO Corporation, VES Inc., and G clef Inc. have not issued any share acquisition rights or bonds with share acquisition rights. As all share acquisition rights issued by Sharing Innovations Inc. will be extinguished upon the Share Exchange taking effect and the Company plans to issue new share acquisition rights in their place, there will be no treatment of such share acquisition rights in connection with the Reorganization.

(6) Rights and Obligations to Be Succeeded through the Absorption-type Company Splits

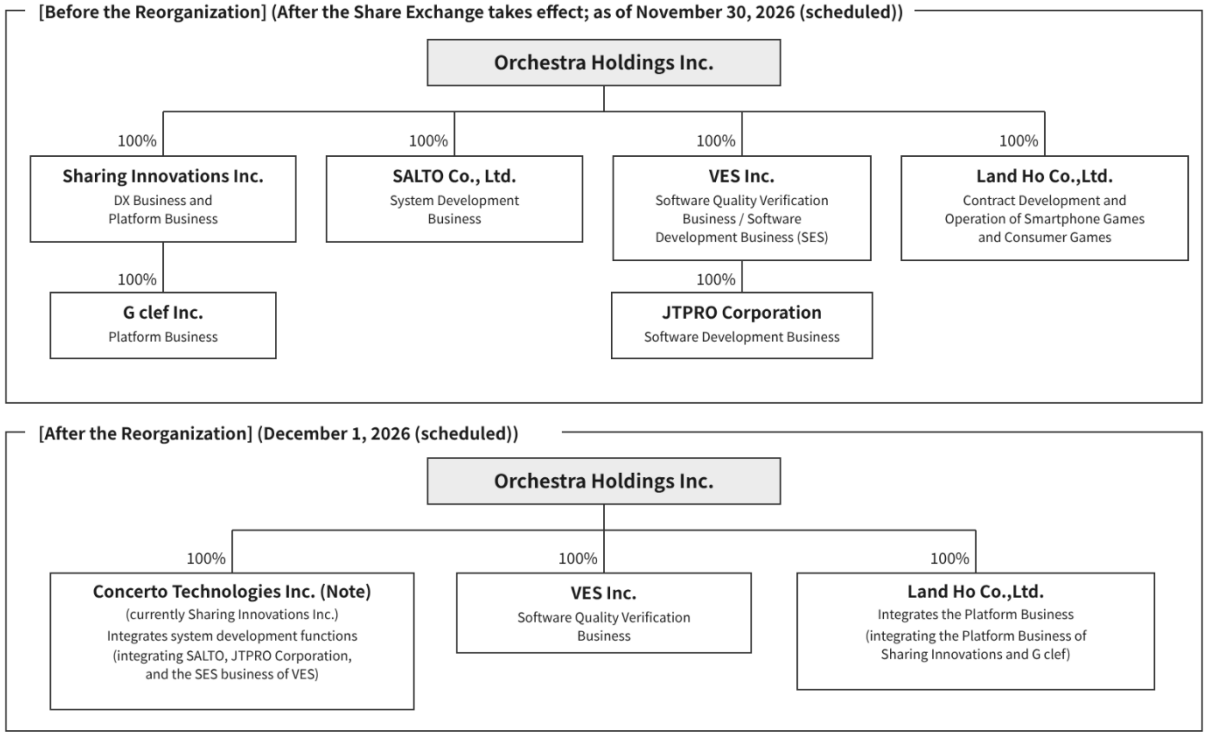
Under ②, Sharing Innovations Inc. will succeed to the assets, liabilities, contractual positions under employment agreements and other agreements, and the rights and obligations incidental thereto relating to the SES Business of VES Inc., to the extent specified in the absorption-type company split agreement. Under ④, Land Ho Co.,Ltd. will succeed to the assets, liabilities, contractual positions under employment agreements and other agreements, and the rights and obligations incidental thereto relating to the Platform Business of Sharing Innovations Inc., to the extent specified in the absorption-type company split agreement.

The liabilities to be succeeded in each case will be assumed by way of cumulative assumption of debt.

(7) Prospects for Fulfillment of Obligations

The Company has determined that there are no concerns regarding the ability of each party to fulfill its obligations to be borne on or after the effective date of the Reorganization.

3. Capital Relationship Diagram Before and After the Reorganization



(Note) Sharing Innovations Inc. is scheduled to change its corporate name to Concerto Technologies Inc. after the Reorganization.

4. Overview of the Parties to the Reorganization

	Surviving Company in Absorption-type Mergers / Successor Company in Absorption-type Company Splits / Splitting Company in Absorption-type Company Split (①–④)	**Disappearing Company in Absorption-type Merger (①)**	**Splitting Company in Absorption-type Company Split (②)**
(1) Name	**Sharing Innovations Inc.**	**SALTO Co., Ltd.**	**VES Inc.**
(2) Location	4-20-3 Ebisu, Shibuya-ku, Tokyo	KDX Shinjuku 286 Building 7F, 2-8-6 Shinjuku, Shinjuku-ku, Tokyo	4-20-3 Ebisu, Shibuya-ku, Tokyo
(3) Title and Name of Representative	Takahiro Tsutsumi, President and Representative Director	Junki Matsuyama, President and Representative Director, CEO	Yoshiro Nakamura, President and Representative Director
(4) Business Activities	Digital Transformation Business, Platform Business	System Development Business	Software Quality Verification Business, Software Development Business
(5) Capital	JPY 436 million	JPY 10 million	JPY 10 million
(6) Date of Establishment	June 6, 2008	September 16, 2015	July 1, 2003
(7) Number of Issued Shares	3,793,300 shares	120 shares	200 shares
(8) Fiscal Year-End	December 31	August 31	December 31
(9) Major Shareholder and Shareholding Ratio	Orchestra Holdings Inc. 71.46% (Note 1)	Orchestra Holdings Inc. 100%	Orchestra Holdings Inc. 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year			
Net assets	JPY 1,609 million (Consolidated)	JPY 230 million	JPY 584 million
Total assets	JPY 2,330 million (Consolidated)	JPY 759 million	JPY 2,294 million
Net sales	JPY 4,458 million (Consolidated)	JPY 2,265 million	JPY 2,496 million
Operating profit	JPY 100 million (Consolidated)	JPY 116 million	JPY 126 million
Ordinary profit	JPY 93 million (Consolidated)	JPY 126 million	JPY 118 million
Net income	JPY 23 million (Consolidated)	JPY 88 million	JPY 82 million

(Note 1) The shareholding ratio represents the percentage of shares held relative to the total number of issued shares excluding treasury shares as of June 30, 2026. Upon the Share Exchange becoming effective (scheduled for November 30, 2026), the Company's shareholding ratio is expected to become 100%.

(Note 2) The figures for Sharing Innovations Inc. are presented on a consolidated basis, and net income represents profit attributable to owners of the parent.

	Disappearing Company in Absorption-type Merger (③)	Successor Company in Absorption-type Company Split (④) / Surviving Company in Absorption-type Merger (⑤)	Disappearing Company in Absorption-type Merger (⑤)
(1) Name	**JTPRO Corporation**	**Land Ho Co.,Ltd.**	**G clef Inc.**
(2) Location	Nishi-Shinjuku Sanko Building 3F, 7-22-35 Nishi-Shinjuku, Shinjuku-ku, Tokyo	8-4-4 Nishi-Kamata, Ota-ku, Tokyo	4-20-3 Ebisu, Shibuya-ku, Tokyo
(3) Title and Name of Representative	Yoshiyasu Minami, President and Representative Director	Masanobu Tsukamoto, President and Representative Director	Yoshiro Nakamura, President and Representative Director
(4) Business Activities	Software Development Business	Contract Development and Operation of Smartphone Games and Consumer Games	Platform Business
(5) Capital	JPY 90 million	JPY 60 million	JPY 0.5 million
(6) Date of Establishment	June 28, 2006	June 10, 1999	April 28, 2017
(7) Number of Issued Shares	64 shares	1,280,000 shares	20 shares
(8) Fiscal Year-End	December 31	December 31	December 31
(9) Major Shareholder and Shareholding Ratio	VES Inc. 100%	Orchestra Holdings Inc. 100%	Sharing Innovations Inc. 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year			
Net assets	JPY 297 million	JPY 102 million	JPY 2 million
Total assets	JPY 446 million	JPY 560 million	JPY 13 million
Net sales	JPY 680 million	JPY 1,187 million	JPY 98 million
Operating profit	JPY 41 million	JPY 8 million	JPY 0 million
Ordinary profit	JPY 42 million	JPY 3 million	JPY 0 million
Net income	JPY 31 million	JPY 16 million	JPY 0 million

(Note 3) The most recent fiscal year of JTPRO Corporation covers the nine-month period from April 1, 2025 to December 31, 2025, due to a change in its fiscal year-end.

5. Overview of the Business Divisions Subject to the Absorption-type Company Splits

	Absorption-type Company Split ② (from VES Inc. to Sharing Innovations Inc.)	**Absorption-type Company Split ④ (from Sharing Innovations Inc. to Land Ho Co.,Ltd.)**
(1) Business of the Subject Division	SES Business	Platform Business
(2) Operating Results of the Subject Division (Fiscal Year Ended December 31, 2025)	Net sales: JPY 987 million Gross profit: JPY 222 million	Net sales: JPY 396 million Operating profit: JPY 52 million
(3) Assets and Liabilities to Be Succeeded and Book Values (as of August 31, 2026)	Current assets: – Non-current assets: JPY 1,799 million Total assets: JPY 1,799 million Current liabilities: – Non-current liabilities: JPY 1,374 million Total liabilities: JPY 1,374 million	Current assets: JPY 4 million Non-current assets: JPY 11 million Total assets: JPY 16 million Current liabilities: JPY 23 million Non-current liabilities: – Total liabilities: JPY 23 million

(Note) The actual amounts of assets and liabilities to be succeeded will be the amounts stated above, adjusted for any increases or decreases occurring up to the effective date of the respective Absorption-type Company Split.

6. Status After the Reorganization

The status of the surviving companies in the absorption-type mergers and the successor companies in the absorption-type company splits after the Reorganization will be as follows. Sharing Innovations Inc. plans to change its corporate name and representative.

	Surviving Company in Absorption-type Mergers (① ・ ③) / Successor Company in Absorption-type Company Split (②)	**Surviving Company in Absorption-type Merger (⑤) / Successor Company in Absorption-type Company Split (④)**
(1) Name	Concerto Technologies Inc. (currently: Sharing Innovations Inc.)	Land Ho Co.,Ltd.
(2) Location	4-20-3 Ebisu, Shibuya-ku, Tokyo	8-4-4 Nishi-Kamata, Ota-ku, Tokyo
(3) Title and Name of Representative	Yoshiro Nakamura, President and Representative Director	Masanobu Tsukamoto, President and Representative Director
(4) Business Activities	Digital Transformation Business	Contract Development and Operation of Smartphone Games and Consumer Games; Platform Business
(5) Capital	JPY 436 million	JPY 60 million
(6) Fiscal Year-End	December 31	December 31

7. Future Outlook

As the Reorganization will be conducted entirely among the Company's consolidated subsidiaries, it will have no impact on the Company's consolidated financial results. The Company will promptly disclose any matters requiring disclosure should they arise.

End