November 13, 2026

To Whom It May Concern

Company Name Orchestra Holdings Inc.
Representative Yoshiro Nakamura, President & Representative Director
(Code No.: 6533, TSE Prime Market)
Contact Naomi Iyogi, Director and CFO
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Notice Concerning Absorption-Type Merger of a Consolidated Subsidiary (Simplified Merger and Short-Form Merger)

At the meeting of its Board of Directors held today, the Company resolved to conduct an absorption-type merger (hereinafter referred to as the "Merger") with its wholly owned subsidiary, Concerto Partners Inc. (hereinafter referred to as "Concerto Partners"), and entered into an absorption-type merger agreement with Concerto Partners today. The details are as follows.

As the Merger is a simplified merger and a short-form merger involving a wholly owned subsidiary of the Company, certain disclosure items and details have been omitted.

Details

1. Purpose of the Merger

The Group regards M&A as one of its key growth strategies and has been actively working to expand its business domains through M&A, optimize the allocation of management resources, and improve profitability through organizational restructuring within the Group. Since August 2026, the Group has promoted the conversion of listed subsidiaries into wholly owned subsidiaries through privatization, as well as organizational restructuring within the Group, with the aim of improving management efficiency and strengthening the foundation for growth across the Group.

As part of this series of initiatives, the Company has decided to absorb Concerto Partners, which operates an M&A brokerage and consulting business and has been responsible for certain operations related to M&A and organizational restructuring within the Group. Through the Merger, the Company aims to consolidate M&A-related functions within the holding company, strengthen coordination with the Group's management strategies, and accelerate decision-making. By doing so, the Company seeks to enhance its ability to execute growth strategies through M&A and achieve sustainable growth and increased corporate value for the Group as a whole.

2. Outline of the Merger

(1) Schedule of the Merger

Date of Board of Directors' Resolution	November 13, 2026 (Today)
Date of Execution of the Merger Agreement	November 13, 2026 (Today)
Effective Date of the Merger	January 1, 2027 (Scheduled)

(Note) As the Merger constitutes a simplified merger as stipulated in Article 796, Paragraph 2 of the Companies Act for the Company and a short-form merger as stipulated in Article 784, Paragraph 1 of the Companies Act for Concerto Partners, the Merger is scheduled to be carried out without obtaining approval at a general meeting of shareholders of either company.

(2) Method of the Merger

The Merger will be an absorption-type merger, with the Company as the surviving company and Concerto Partners as the absorbed company. Concerto Partners will be dissolved on the effective date of the Merger.

(3) Details of the Allotment in Connection with the Merger

As the Merger is an absorption-type merger between a parent company and its wholly owned subsidiary, in which the Company holds all of the issued shares of Concerto Partners, no shares, cash, or other consideration will be allotted or delivered in connection with the

Merger (merger without consideration).

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights in Connection with the Merger

Concerto Partners has not issued any share acquisition rights or bonds with share acquisition rights.

(5) Prospects for Fulfillment of Obligations

The Company has determined that there are no concerns regarding its ability to fulfill the obligations it will assume after the effective date of the Merger.

3. Overview of the Companies Involved in the Merger

	Surviving Company in the Absorption-Type Merger	**Absorbed Company in the Absorption-Type Merger**
(1) Company Name	**Orchestra Holdings Inc.**	**Concerto Partners Inc.**
(2) Address	4-20-3 Ebisu, Shibuya-ku, Tokyo	4-20-3 Ebisu, Shibuya-ku, Tokyo
(3) Title and Name of Representative	Yoshiro Nakamura, President & Representative Director	Yoshiro Nakamura, Representative Director
(4) Business Activities	Digital Transformation Business, Digital Marketing Business, IP & Entertainment Business, and Other Businesses	M&A Brokerage and Consulting Business
(5) Share Capital	354 million yen	16 million yen
(6) Date of Establishment	June 17, 2009	January 27, 2017
(7) Number of Issued Shares (As of June 30, 2026)	10,034,200 shares	1,500 shares
(8) Fiscal Year-End	December 31	December 31
(9) Major Shareholders and Shareholding Ratios (As of June 30, 2026)	Yoshiro Nakamura 17.83% Toshiki Sato 16.51% Yoshi Capital Co., Ltd. 8.30% TSK capital Co., Ltd. 8.30% Toshiaki Wakiyama 4.39% The Master Trust Bank of Japan, Ltd. (Trust Account) 3.97% Kenji Suzuki 3.47% Kyoichi Kageyama 2.14% Naomi Iyogi 1.87% Taiji Iwazaki 1.79%	Orchestra Holdings Inc.: 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year		
Net Assets	7,014 million yen (Consolidated)	(94) million yen
Total Assets	16,159 million yen (Consolidated)	12 million yen
Net Assets per Share	688.95 yen (Consolidated)	(63,038.66) yen
Revenue	15,768 million yen (Consolidated)	7 million yen
Operating Profit	1,442 million yen (Consolidated)	(6) million yen
Ordinary Profit	1,385 million yen (Consolidated)	(7) million yen
Net Profit	816 million yen (Consolidated)	(7) million yen
Net Profit per Share	84.92 yen (Consolidated)	(5,047.62) yen

(Note 1) The Company's major shareholders and shareholding ratios are calculated based on the number of shares held as a percentage of the total number of issued shares excluding treasury shares.

(Note 2) The Company applies International Financial Reporting Standards (IFRS), and consolidated figures are presented. Net assets represent total equity; ordinary profit represents profit before tax; net profit represents profit attributable to owners of the parent; net assets per share represent equity attributable to owners of the parent per share; and net profit per share represents basic earnings per

share.

(Note 3) Although Concerto Partners' liabilities exceed its assets, the majority of its liabilities are owed to the Company. The Company has recorded an allowance for doubtful accounts for these receivables in an amount equivalent to the excess of liabilities over assets. This allowance will be reversed upon the Merger. Accordingly, the Company does not expect to incur any loss on the Merger.

4. Status After the Merger

There will be no changes to the Company's name, address, title and name of representative, business activities, share capital, or fiscal year-end as a result of the Merger.

	Surviving Company in the Absorption-Type Merger
(1) Company Name	Orchestra Holdings Inc.
(2) Address	4-20-3 Ebisu, Shibuya-ku, Tokyo
(3) Title and Name of Representative	Yoshiro Nakamura, President & Representative Director
(4) Business Activities	Digital Transformation Business, Digital Marketing Business, IP & Entertainment Business, and Other Businesses
(5) Share Capital	354 million yen
(6) Fiscal Year-End	December 31

5. Future Outlook

As the Merger will be conducted between the Company and its wholly owned subsidiary, the impact on the Company's consolidated financial results is expected to be minimal. If any matters requiring disclosure arise in the future, the Company will promptly make an announcement.

End