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
(TEL: +81-3-6450-4307)

Notice Concerning Continued Efforts to Maintain the Listing on the Prime Market and Parallel Preparations for a Change to the Standard Market

Orchestra Holdings Inc. (the "Company") has been pursuing efforts to maintain its listing on the Prime Market as part of its initiatives to enhance corporate value over the medium to long term. On March 27, 2023, the Company submitted its plan for meeting the continued listing criteria of the Prime Market, and most recently, on March 31, 2026, it disclosed the "Progress Based on the Plan for Meeting the Continued Listing Criteria of the Prime Market" (the "Progress Disclosure").

In addition, as also announced in the Progress Disclosure, the Company has been preparing in parallel for an application to change its market segment to the Standard Market of Tokyo Stock Exchange, Inc. (the "TSE"), in the event that compliance with the continued listing criteria cannot be confirmed within the improvement period. At the meeting of the Board of Directors held today, the Company resolved to submit an application to change its market segment to the Standard Market on November 16, 2026 (the "Application"), as detailed below.

The Application is a precautionary measure in the event that compliance with the continued listing criteria of the Prime Market cannot be confirmed within the improvement period, and there is no change to the Company's policy of seeking to maintain its listing on the Prime Market.

Details

1. Status of Compliance with the Continued Listing Criteria and Status of Initiatives

As stated in the Progress Disclosure, as of December 31, 2025, the Company did not meet the "market capitalization of tradable shares" criterion among the continued listing criteria of the Prime Market, and has entered an improvement period ending December 31, 2026.

Since the Progress Disclosure, the Company has mainly been pursuing the following initiatives during the current fiscal year toward meeting the continued listing criteria of the Prime Market.

(i) Enhancement of shareholder returns: The Company has enhanced its shareholder returns with the aim of further increasing the attractiveness of investing in the Company's shares, encouraging a broader range of shareholders to hold the Company's shares, and expanding its base of shareholders who support the Company over the medium to long term. Specifically, the Company revised its year-end dividend forecast for the fiscal year ending December 31, 2026 upward to JPY 50 per share and expanded its shareholder benefit program, under which shareholders holding 200 or more shares will receive digital gifts worth JPY 35,000, and shareholders who have continuously held the shares for at least one year will receive digital gifts worth JPY 36,500 (both amounts include the 10th Anniversary Commemorative Shareholder Benefit worth JPY 20,000) (Note 1).

(ii) Business expansion through M&A: The Company has made SALTO Co., Ltd., which operates a system development business centered on contract development, lab-type development, and offshore development, a consolidated subsidiary,

thereby strengthening its ability to respond to customer needs in the DX business, expanding the scope of projects it can handle, and strengthening its earnings base (Note 2).

(iii) Strengthening of the growth foundation and improvement of profitability: The Company has decided to make Sharing Innovations Inc., its listed subsidiary, a wholly owned subsidiary through a share exchange (scheduled effective date: November 30, 2026) (Note 3). In addition, through a group reorganization including the integration of the DX business centered on Sharing Innovations Inc. (scheduled effective date: December 1, 2026), the Company is strengthening the Group's growth foundation and improving profitability through greater management efficiency (Note 4).

As a result of these initiatives, the Company's share price has increased from the closing price of JPY 1,116 on December 30, 2025 to JPY 2,278 on November 12, 2026. The Company believes that these initiatives have steadily contributed to an increase in the market capitalization of its tradable shares and will continue to strive to further enhance corporate value toward meeting the continued listing criteria of the Prime Market.

Whether the Company meets the criteria as of December 31, 2026 will be determined by the TSE based on, among other things, the distribution of the Company's share certificates, etc. as of that date. The Company will promptly make an announcement once the results of the determination have been confirmed.

(Note 1)
"Notice Concerning the Increase in the 10th Anniversary Commemorative Shareholder Benefit and Future Shareholder Returns" dated November 10, 2026
https://ssl4.eir-parts.net/doc/6533/ir_material_for_fiscal_ym3/217752/00.pdf
(Note 2)
"Notice Regarding Acquisition of Shares of SALTO (Conversion into Consolidated Subsidiary)" dated May 27, 2026
https://ssl4.eir-parts.net/doc/6533/ir_material_for_fiscal_ym3/205013/00.pdf
(Note 3)
"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
https://ssl4.eir-parts.net/doc/6533/ir_material_for_fiscal_ym3/211431/00.pdf
(Note 4)
"Notice Concerning Group Reorganization (Absorption-Type Mergers and Absorption-Type Company Splits Among Consolidated Subsidiaries)" and "Supplementary Materials Regarding the Announcement of Group Reorganization," both dated October 13, 2026
https://ssl4.eir-parts.net/doc/6533/ir_material_for_fiscal_ym3/213916/00.pdf
https://ssl4.eir-parts.net/doc/6533/ir_material_for_fiscal_ym3/213918/00.pdf

2. Application to Change the Market Segment
(1) Purpose and Positioning of the Application
In order to ensure an environment in which shareholders can continue to hold and trade the Company's shares with confidence even if compliance with the continued listing criteria cannot be confirmed within the improvement period, the Company has decided to submit an application to change its market segment to the Standard Market on November 16, 2026, as a backup plan.

The Application is intended to facilitate a smooth transition to the Standard Market if compliance with the continued listing criteria of the Prime Market cannot be confirmed. The Company will continue to seek to maintain its listing on the Prime Market.

The Company is submitting the Application before the end of the improvement period in order to complete the necessary procedures in advance, so that the market segment on which its shares will be listed can be determined promptly following confirmation of its compliance status.

According to the Company's estimates, the Company currently satisfies all of the formal requirements for a change of market segment to the Standard Market (including the number of shareholders, the number of tradable shares, the market capitalization of tradable shares, and the tradable share ratio).

(2) Treatment after the Application
Following the submission of the Application, the Company's shares will remain listed on the Prime Market. If it is confirmed that the Company meets the continued listing criteria of the Prime Market, the Company plans to withdraw the Application and maintain its listing on the Prime Market.

On the other hand, if compliance cannot be confirmed, the Company plans to transfer to the Standard Market following an examination by the TSE. Since the TSE requires a certain period of time to confirm the Company’s compliance status, the Company’s shares are expected to be designated as Securities Under Supervision (Under Examination) from the end of the improvement period until the TSE completes its confirmation of compliance status or its examination. This designation is a procedural measure taken during the confirmation or examination period, whether the Company remains on the Prime Market or moves to the Standard Market, and the Company’s shares can continue to be traded as usual during the designation period.

Regardless of the market segment on which it is listed, the Company will continue to pursue management that is conscious of the cost of capital and share price, enhance its corporate governance, and engage in dialogue with the capital markets.

The Company will promptly make an announcement if the Application is withdrawn, the results of the TSE's examination become available, or any other matters requiring disclosure arise in connection with this matter.

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