

October 29, 2025

For Immediate Release

Ryoyo Ryosan Holdings, Inc.

Representative: Moritaka Nakamura

Representative Director, President

Listing Code No.: 167A

Listing: Prime Market, Tokyo Stock Exchange

Inquiries: Yoko Tanaka

Executive Officer

General Manager, Public Relations Department

TEL: +81-3-3546-5003

Notice Concerning Merger Between Wholly Owned Subsidiaries and Change of Trade Name

At the meeting of its Board of Directors convened today, Ryoyo Ryosan Holdings Co., Ltd. (hereinafter “the Company”) resolved to merge two of its wholly owned subsidiaries, Ryosan Co., Ltd. (hereinafter “Ryosan”) and Ryoyo Electro Corporation (hereinafter “Ryoyo Electro”). The Company further resolved to change the name of the surviving subsidiary. The details are as described below.

Because the merger is between two wholly owned subsidiaries of the Company, some items are omitted from disclosure.

1. Purpose of Merger

On April 1, 2024, Ryosan and Ryoyo Electro conducted a management integration by means of a joint share transfer. Under this arrangement, the Company was established as a joint holding company, with Ryosan and Ryoyo Electro as wholly owned subsidiaries of the Company.

Leveraging management resources accumulated over many years by Ryosan and Ryoyo Electro, the Ryoyo Ryosan Group is focusing on three critical tasks. First, the Group is improving productivity, by expanding its absolute number of customer contact points and strengthening arrangements for grasping customer needs. Second, the Group is generating synergies, through efforts focused on the two companies’ respective strengths. Finally, the Group is fostering originality, by establishing and strengthening the expertise that is the Group’s competitive advantage. Today’s merger will serve to accelerate these efforts.

By concentrating its management resources of customers, products, information, technologies and personnel into a single operating company, the Group is not only streamlining management and paring costs but also further expanding contact opportunities with customers. In so doing, the Group is advancing measures leading to solutions embracing its entire customer base and market.

2. Summary of Merger

(1) Schedule

Approval by Boards of Directors	(Ryosan, Ryoyo Electro)	October 29, 2025
Approval by Board of Directors	(The Company)	October 29, 2025
Approval by General Meeting of Shareholders	(Ryoyo Electro)	January 28, 2026 (tentative)
Conclusion of merger agreement	(Ryosan, Ryoyo Electro)	January 28, 2026 (tentative)
Effective date		April 1, 2026 (tentative)

(2) Method

The merger is an absorption merger in which Ryosan becomes the surviving company and Ryoyo Electro is dissolved.

(3) Share Allocation

The merger is a merger between wholly owned subsidiaries of the Company, so no new shares are issued or other assets allocated.

(4) Handling of Subscription Warrants and Warrant Bonds

No related items apply.

3. Overview of Parties

	Surviving company	Dissolved company
(1) Trade name	Ryosan Co., Ltd.	Ryoyo Electro Corporation
(2) Location	2-3-5 Higashikanda, Chiyoda-ku, Tokyo	1-12-22 Tsukiji, Chuo-ku, Tokyo
(3) Name and position of representative	Kazuhiko Inaba Representative Director, President	Moritaka Nakamura Representative Director, President
(4) Principal operations	1) Device sales 2) Solution development	1) Sales of semiconductors/devices 2) Sales of ICT products 3) Sales of embedded devices 4) Various engineering support 5) Various services
(5) Capital	¥17,690 million	¥13,672
(6) Date of establishment	November 18, 1953	February 27, 1961
(7) Number of shares issued	24,983,090	26,800,000
(8) Settlement date	March 31	March 31
(9) Major shareholders and shareholdings	The Company 100%	The Company 100%
(10) Financial status and business results in previous fiscal year (non-consolidated)		
Fiscal year	Year ending March 31, 2025	Year ending March 31, 2025
Net assets	¥52,512 million	¥33,572 million
Total assets	¥83,669 million	¥54,527 million
Net assets per share	¥2,101.92	¥1,252.72
Net sales	¥138,943 million	¥75,356 million
Operating profit	¥2,696 million	¥2,290 million
Ordinary profit	¥4,878 million	¥5,660 million
Profit	¥3,688 million	¥7,406 million
Profit per share	¥147.64	¥276.35

4. Status After the Merger

As of the effective date of April 1, 2026, Ryosan, which is the surviving company, will change its trade name to Ryoyo Ryosan, Inc. Other details concerning the merger will be announced as they are finalized.

Trade name	Ryoyo Ryosan, Inc.
Head office	2-3-5 Higashikanda, Chiyoda-ku, Tokyo

5. Future Directions

The merger is a merger between wholly owned subsidiaries of the Company, so the impact on the consolidated business results of the Company is negligible.