

February 13, 2026

To whom it may concern

Company name: Nihon M&A Center Holdings

Representative: Suguru Miyake, President and Representative Director
(Stock exchange code: 2127, TSE Prime Market)

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Notice of Establishment of Intermediate Holding Company by Simplified Incorporation-type Company Split

Nihon M&A Center Holdings Inc. (hereinafter “the Company”) hereby announces that its Board of Directors meeting held on February 13, 2026 resolved to transfer the rights and obligations of the Company’s fund business to a newly established company, J-Capital Inc. (hereinafter “the New Company”), by means of an incorporation-type company split (hereinafter “the Company Split”), to take effect on April 1, 2026 (tentative), as detailed below. Note that since the Company Split is a simplified incorporation-type company split of the Company alone, some disclosure items and details are omitted.

1. Purpose of the Company Split

With the aim of becoming the world's No.1 comprehensive M&A company, the Nihon M&A Center Group (hereinafter, "the Group") has continued to expand its business domains by establishing subsidiaries and affiliated companies specializing in various fields—including corporate valuation, wealth succession, PMI (post-merger integration), online business succession matching services, and private equity funds—while primarily focusing on the M&A intermediary business. To help grow and develop the Group, on the 30th anniversary of the Company's establishment in October 2021, we transitioned to a pure holding company structure.

We have also placed particular emphasis on developing our fund business with the aim of establishing it as a second pillar alongside our M&A operations. In particular, we have expanded the scale of our business by building a track record through group companies such as Japan Investment Fund Inc., J-Search Inc., and AtoG Capital Inc.

Against this backdrop, and as we mark the 35th anniversary of our founding, we have decided to establish a new company through a corporate split as an intermediate holding company overseeing our fund business, with the following objectives in mind and with a view toward achieving further growth and development.

(1) Further developing Group companies

To ensure that each Group company grows and develops further in accordance with its authority and responsibilities, we are clarifying the authority of each Group company and enabling them to make faster decisions, as well as clarifying their performance responsibilities.

(2) Developing excellent managers in each Group company

To increase the total value of the Group's human resources, we are delegating more authority to each Group company to provide greater opportunity for the nurturing of outstanding managers through management practice and experience.

(3) Maximizing the Group's corporate value

To maximize the corporate value of the Group, we are formulating a unified strategy for the entire Group, efficiently utilizing and optimally allocating management resources across the Group, and leveraging synergies within the Group.

2. Overview of the Company Split

(1) Schedule of the Company Split

Date of Board of Directors resolution to approve Company Split: February 13, 2026

Date that Company Split takes effect: April 1, 2026 (tentative)

* Since this is a simplified incorporation-type company split under the provisions of Article 805 of the Companies Act, the split will be implemented without obtaining approval at a general meeting of shareholders.

(2) Method of the Company Split

Under this simplified incorporation-type company split, the Company is the splitting party while the newly established company resulting from the split is the New Company. The New Company will become a wholly owned subsidiary of the Company.

(3) Stock allocation in connection with the Company Split

In the Company Split, the New Company will issue 6,000 shares of common stock, all of which will be allocated to the Company.

(4) Handling of share options and bonds with share options in connection with the Company Split

The Company has not issued any share options or bonds with share options.

(5) Increase or decrease in capital stock due to the Company Split

There will be no increase or decrease in the Company's capital stock as a result of the Company Split.

(6) Rights and obligations to be assumed by the New Company

The New Company will assume all the assets, liabilities, contracts, and other rights and obligations relating to the Company's fund business as specified in the incorporation-type company split plan dated February 13, 2026.

(7) Prospects for fulfillment of obligations

The Company deems that there will be no problems relating to the fulfillment of obligations to be assumed by the New Company after the Company Split takes effect.

3. Overview of the parties to the Company Split
 [Overview of the relevant companies]

	Splitting company (the Company) As of March 31, 2025	Newly established company (the New Company) April 1, 2026 (tentative)
(1) Name	Nihon M&A Center Holdings Inc.	J-Capital Inc.
(2) Address	1-8-2 Marunouchi, Chiyoda-ku, Tokyo	1-8-2 Marunouchi, Chiyoda-ku, Tokyo
(3) Name and title of representative	Suguru Miyake, President and Representative Director	Masahiko Otsuki, President and Representative Director
(4) Business activities	Management and administration of group companies	Fund business
(5) Capital stock	¥4,045 million	¥300 million
(6) Date of establishment	April 25, 1991	April 1, 2026
(7) No. of issued shares	336,934,800	6,000
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and shareholding ratios	<p>The Master Trust Bank of Japan, Ltd. (Trust Account) 17.83%</p> <p>Custody Bank of Japan, Ltd. (Trust Account) 7.85%</p> <p>Suguru Miyake 6.58%</p> <p>STATE STREET BANK AND TRUST COMPANY 505103 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) 3.54%</p> <p>Yasuhiro Wakebayashi 2.72%</p> <p>THE BANK OF NEW YORK MELLON 140042 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) 1.94%</p> <p>THE BANK OF NEW YORK MELLON 140044 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) 1.81%</p> <p>NORTHERN TRUST CO. (AVFC) RE U.S. TAX EXEMPT PENSION FUNDS SEC LENDING (Standing proxy: Custody Service Department, The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch) 1.25%</p> <p>STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) 1.16%</p> <p>STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) 1.15%</p>	<p>Nihon M&A Center Holdings Inc. 100%</p>

	Splitting company (the Company) As of March 31, 2025	Newly established company (the New Company) April 1, 2026 (tentative)
(10) Financial condition and performance for most recent fiscal year		
Fiscal year end	Fiscal year ended March 31, 2025 (consolidated)	
Net assets	¥47,589 million	
Total assets	¥61,786 million	
Net assets per share	¥148.71	
Net sales	¥44,077 million	
Operating profit	¥16,715 million	
Ordinary profit	¥16,918 million	
Net profit attributable to owners of parent	¥10,955 million	
Net profit per share	¥34.54	

4. Overview of split-off business division

(1) Business of split-off division

Fund business

(2) Performance of split-off business division (fiscal year ended March 31, 2025)

Net sales ¥7 million

(3) Values of split-off assets and liabilities (as of March 31, 2025)

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	¥1,680 million	Current liabilities	¥0 million
Non-current assets	¥2,436 million	Non-current liabilities	¥0 million
Total	¥4,116 million	Total	¥0 million

(Note) The above amounts are calculated based on the balance sheet as of March 31, 2025. The actual amounts to be transferred will be adjusted for the changes up to the date that the split takes effect.

5. Status after the Company Split

The Company Split will not result in any changes to the Company's name, head office address, name and title of representatives, business description, capital, or fiscal year.

6. Outlook

Since the New Company will be a wholly owned subsidiary of the Company, the Company Split will have no material impact on the consolidated financial results of the Company.