September 18, 2026

To whom it may concern

Company name: Nihon M&A Center Holdings Inc.

Representative: Suguru Miyake, President and Representative Director

(TSE Prime Market stock code: 2127)

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Notice Concerning the Acquisition of Shares in AI Brain Partners Inc. and Its Conversion into a Wholly Owned Subsidiary Through a Simplified Share Exchange

Nihon M&A Center Holdings Inc. (the “Company”) hereby announces that, pursuant to a resolution adopted at a meeting of the Board of Directors held today, it has resolved to acquire a portion of the issued shares (“Share Acquisition”) of AI Brain Partners Inc. (“AIBP”) and, subsequently, to execute a share exchange (“Share Exchange”; together with the “Share Acquisition”, collectively referred to as the “Transaction”) whereby the Company will become the wholly owning parent company and AIBP will become its wholly owned subsidiary.

Moreover, this Share Exchange constitutes a “simplified share exchange” as defined in Article 796, Paragraph 2 of the Companies Act, and is scheduled to be executed without the approval of the Company’s General Meeting of Shareholders. Furthermore, this Share Exchange is a simplified share exchange for the purpose of converting AIBP—which will become a consolidated subsidiary of the Company through the Share Acquisition—into a wholly owned subsidiary. And, given that the total assets of AIBP as of the end of its most recent fiscal year amount to less than 10% of the Company’s consolidated net assets as of the end of its preceding consolidated fiscal year, and AIBP’s net sales for its preceding fiscal year were less than 3% of the Company’s consolidated net sales for its most recent consolidated fiscal year, certain disclosure items and details have been omitted.

1. Background and purpose of the Transaction

(1) Business environment and management challenges facing the Group

Since its founding in 1991, the Group has been committed to its mission of contributing to the preservation and sustainable growth of businesses through M&A, and as such has supported friendly M&A transactions for small- and medium-sized enterprises (SMEs). Since our October 2021 transition to a pure holding company structure, we have established a system that provides comprehensive support across the whole of the M&A process, with a focus on M&A intermediary services. We also offer strategy formulation, business valuation, post-merger integration (PMI) support, business succession consulting, and fund-based support. For the fiscal year ended March 2026, we recorded net sales of 50,200 million yen and ordinary profit of 19,100 million yen, thereby meeting the medium-term management targets for the following fiscal year one fiscal year ahead of schedule. The Group celebrated its 35th anniversary in April 2026. We view this as an opportunity for our “Second Founding,” and as such are working to strengthen our business foundation and enhance the value we provide.

The source of the Group’s competitive advantage lies in its nationwide network of financial institutions and accounting firms, as well as the wealth of M&A-related information assets accumulated through that network. Over the many years since its founding, the Group has been compiling business meeting records and corporate information. We recognize that the greatest management challenge in pursuing our Second Founding lies in advancing the use of this accumulated data to the application stage, significantly boosting the productivity of each consultant, and enhancing both the project management process—from accepting mandates to deal closure—and customer value delivery after the deal has been closed.

A key to addressing this challenge lies in the use of generative AI and AI agents. Based on the

Group's efforts to date, however, we have learned that the simple introduction of AI tools is not sufficient to improve organizational productivity. Until we redesign existing business processes themselves and foster a company-wide environment where every front-line individual can collaborate with AI, we will not achieve results. To achieve this, in addition to AI technical expertise, having the ability to define business requirements, embed AI into day-to-day operations, and drive continuous improvement is essential. Securing specialized personnel to handle this area has been a challenge for the Group.

(2) Overview of AIBP

Established in September 2025, AIBP is a company that supports businesses in cultivating in-house AI capabilities and helping them to achieve self-sufficiency. With the mission of building an organization that can move forward alongside AI, rather than simply adopting it, AIBP operates four business segments: 1) AI BPO/Product Development Support; 2) Company-wide AI Transformation Support (DX Consulting); 3) AI Advisory and Executive Partnership (Forward Deployed Engineering), and 4) AI Training.

AIBP's strength lies in its ability to deeply engage with its clients' operations and directly produce tangible business results by implementing and operating AI agents. Going beyond the simple streamlining of individual tasks, AIBP has expanded its efforts to construct an operating model that redesigns business processes themselves. Furthermore, through close collaboration with senior management to align these efforts with company-wide decision-making, it is elevating the use of AI from a practice reliant on specific individuals to a system embedded across the organization. AI training is positioned as a means to disseminate results and insights generated through this process throughout the entire organization and to foster an environment in which customers themselves can continuously advance AI usage. AIBP has programs tailored to all levels, from executive and management to non-engineering staff.

AIBP's core team consists primarily of personnel experienced in formulating group-wide DX strategies and leading IT organizational expansion at major corporations, and people who have served in product management roles at major internet service companies. This has resulted in a team possessing the execution capabilities to deliver end-to-end solutions from strategy formulation through engineering implementation. Since its founding, AIBP has provided services to a wide range of companies and organizations, including major trading companies, operating companies, and government agencies. It already boasts a track record of supporting AI implementation within our own group.

(3) Purpose of the Transaction and expected synergies

Through the conversion of AIBP into a wholly owned subsidiary, the Company intends to achieve the following objectives.

1) Improve Group productivity

We will apply AIBP's expertise to our Group's business processes to enhance productivity across the entire workflow, from accepting mandates to deal closure. At the same time, we will cultivate an environment in which each consultant can focus on high-value-added tasks such as client engagement and proposal creation. Through these efforts, we will work to improve key metrics such as our deal closure rate and employee retention rate.

2) Provide support for clients in AI implementation and utilization

The Group will provide support to client companies in implementing and utilizing AI during M&A sourcing and PMI. More and more companies are facing management challenges related to AI usage as they consider business succession and growth strategies, and we believe this will further expand the value the Group provides.

3) Acquire AI talent and establish talent development framework

The competition to recruit AI-capable talent is becoming increasingly fierce. By converting AIBP into a wholly owned subsidiary, our Group will acquire specialized AI talent capable of handling the entire process from implementation to company-wide deployment while also incorporating a system for transferring that expertise to our internal staff. This will result in the establishment of a foundation to advance AI adoption in a sustainable manner.

4) Accelerate AIBP's growth

AIBP will be able to accelerate its business expansion by leveraging our Group's customer base, nationwide network of financial institutions and accounting firms, and the credibility of a listed corporate group.

2. Method of the Transaction

As part of the Transaction, we plan to acquire 670 of AIBP's 1,000 issued shares and exchange our own shares for the remaining 330 shares, thereby converting AIBP into a wholly owned subsidiary. In connection with this Share Exchange, the Company will deliver 250,000 common shares to AIBP's shareholders, all of which will be drawn from the Company's treasury shares. Since there will not be an issuance of new shares, the total number of the Company's issued shares will not increase as a result of this Share Exchange, and there will be no dilution of the stakes of existing shareholders.

Each of AIBP's two shareholders, Mr. Kohei Nakamura, President & CEO, and Mr. Dai Yamamura, Executive Director, holds 50.0% of the issued shares. Shareholders and management consist of the same two individuals, whose expertise and execution capabilities constitute a key source of AIBP's corporate value. Even after this Transaction, we believe it is essential that both individuals continue to lead AIBP's management while also playing a central role in promoting AI utilization across the Group. Therefore, we decided to pay a portion of the acquisition price in the Company's common stock, rather than paying the full cost in cash. As a result, both individuals will become shareholders of the Company and will share the increase in the Group's corporate value resulting from the Transaction with our shareholders. We have concluded that this is the optimal framework to ensure a medium- to long-term commitment to the Group's growth.

Meanwhile, under the Companies Act, a share exchange constitutes a corporate reorganization. Since it takes effect only after a certain period of time has elapsed, including the period for notifying and making public announcements to our shareholders and for accepting notices of opposition from dissenting shareholders, a certain amount of time is mandated between agreement execution and the effective date. To ensure the sustained stability of AIBP's management structure during this period and to promptly realize the benefits of the Transaction, we have adopted a two-step approach: first, we will acquire 67.0% of the voting rights through a share transfer, making AIBP a consolidated subsidiary of the Company, and we will then acquire the remaining shares through a share exchange.

The roles of both individuals within our Group following this Share Acquisition will be as described in "8. Changes in officers and other personnel resulting from the Transaction."

3. Overview of the Share Acquisition

(1) Schedule for the Share Acquisition

(1)	Board of Directors meeting to approve the Share Acquisition	September 18, 2026
(2)	Date of signing of the share transfer agreement	September 18, 2026
(3)	Date of execution of the Share Acquisition (settlement date)	October 1, 2026 (planned)

(2) Overview of the subsidiary being transferred (AIBP)

(1)	Name	AI Brain Partners Inc.
(2)	Address	2-19-15 Shibuya, Shibuya-ku, Tokyo Miyamasuzaka Building 609
(3)	Name and title of representative	Kohei Nakamura, President & CEO
(4)	Business activities	AI BPO/Product Development Support; Company-wide AI Transformation Support (DX Consulting); AI Advisory and Executive Partnership (Forward Deployed Engineering); AI Training
(5)	Capital stock	1,000,000 yen

(6)	Date of establishment	September 19, 2025	
(7)	No. of issued shares	1,000	
(8)	Fiscal year end	August 31	
(9)	Major shareholders and shareholding ratios	Kohei Nakamura 50.0%, Dai Yamamura 50.0% (Total: 100.0%)	
(10)	Relationship between the listed company and said company	Capital relationship	None (Following the Share Acquisition, AIBP will become a consolidated subsidiary of the Company.)
		Personnel relationship	None (Changes in officers and other personnel following the Share Acquisition are described in “8. Changes in officers and other personnel resulting from the Transaction (for reference).”)
		Business relationship	The said company has a business relationship with the Group, including providing operational support related to AI usage.
		Status as a related party	None
(11)	Operating results and financial condition for the past three years		

Fiscal year end	August 2026 (First fiscal year)	—	—
Net assets	27 million yen	—	—
Total assets	63 million yen	—	—
Net assets per share	26,978 yen	—	—
Net sales	124 million yen	—	—
Operating profit	40 million yen	—	—
Ordinary profit	40 million yen	—	—
Profit	26 million yen	—	—
Net income per share	25,978 yen	—	—
Dividend per share	—	—	—

Note: Since AIBP was established on September 19, 2025, and the fiscal year ended August 2026 is its first fiscal year, only the first fiscal year is included here.

(3) Overview of the counterparties to the Share Acquisition

(1)	Name	Kohei Nakamura
(2)	Address	Machida-shi, Tokyo
(3)	Relationship between the listed company and the relevant individual	There are no capital, personnel, or business relationships of note between the Company and the relevant individual or his or her close relatives.

(1)	Name	Dai Yamamura
(2)	Address	Meguro-ku, Tokyo

(3)	Relationship between the listed company and the relevant individual	There are no capital, personnel, or business relationships of note between the Company and the relevant individual or his or her close relatives.

(4) Number of shares to be acquired and shareholding status before and after the acquisition

(1)	Number of shares held before the acquisition	None (Number of voting rights: 0) (Percentage of voting rights held: 0.0%)
(2)	Number of shares acquired	670 (Number of voting rights: 670)
(3)	Acquisition price	AIBP common shares Due Diligence and third-party valuation expenses, etc. Total (estimated amount): Approximately 340 million yen
(4)	Number of shares held after the acquisition	670 (Number of voting rights: 670) (Percentage of voting rights held: 67.0%)

Note: Regarding the basis for the acquisition price, the Company referred to the results of a share valuation conducted by Stand by C Co., Ltd. ("Stand by C"), an independent third-party organization, in determining the above acquisition price. Following discussions and negotiations, the parties agreed upon the above acquisition price. An overview of the basis for calculation is provided in "4.(5) Basis for calculation of terms of allotment related to this Share Exchange."

4. Overview of the Share Exchange

(1) Schedule for the Share Exchange

(1)	Board of Directors meeting to approve the Share Exchange agreement (the Company)	September 18, 2026
(2)	Date of signing of the Share Exchange agreement	September 18, 2026
(3)	Shareholders' meeting to approve the Share Exchange agreement (AIBP)	September 18, 2026
(4)	Effective date of Share Exchange	November 2, 2026 (planned)

Note 1) The Company plans to execute this Share Exchange through a simplified share exchange procedure as stipulated in Article 796, Paragraph 2 of the Companies Act, without obtaining approval from the General Meeting of Shareholders.

Note 2) Depending on factors such as the status of objections received from dissenting shareholders, the aforementioned schedule may be changed following consultation among the parties if required for the proceedings to progress.

(2) Method of the Share Exchange

This will be a share exchange in which the Company will serve as the wholly owning parent company and AIBP as the wholly owned subsidiary. With respect to the Company, the effective date of the Share Exchange is scheduled for November 2, 2026, pursuant to a simplified share exchange procedure that does not require approval by a general meeting of shareholders under Article 796, Paragraph 2 of the Companies Act. With respect to AIBP, the effective date of the Share Exchange is the same, following approval of the Share Exchange agreement through a written resolution of the General Meeting of Shareholders dated September 18, 2026.

(3) Details of the allocation related to the Share Exchange

Company name	The Company (Wholly owning parent company in the Share Exchange)	AIBP (Wholly owned subsidiary formed through the Share Exchange)
Allocation ratio for this Share Exchange (Share Exchange ratio)	1	757.576
Number of shares to be delivered pursuant to this Share Exchange	Common shares of the Company: 250,000 shares	

Note 1) Stock allocation ratio

The Company will allocate and deliver 757.576 common shares to each shareholder (excluding the Company) listed or recorded in AIBP's shareholder register immediately prior to the time at which the Company acquires all of AIBP's issued shares through this Share Exchange ("Reference Time"), in exchange for each AIBP common share held by said shareholder. With regard to the 670 AIBP common shares held by the Company as of the Reference Time, however, no shares will be allocated pursuant to this Share Exchange.

Note 2) Number of shares to be delivered pursuant to this Share Exchange

In connection with this Share Exchange, the Company plans to allocate and deliver shares of the Company to the shareholders of AIBP as of the Reference Time (excluding the Company) in exchange for the AIBP common shares they hold, based on a number of shares of the Company equal to the total number of AIBP shares they hold multiplied by the Share Exchange ratio. Moreover, the shares to be delivered by the Company will be provided through the disposal of treasury shares (250,000 shares), and there will not be an issuance of new shares in connection with this Share Exchange. As a result, the total number of the Company's issued shares will not increase through this Share Exchange.

Note 3) Handling of shares constituting less than one unit

In connection with this Share Exchange, AIBP shareholders who will hold shares constituting less than one unit of the Company (shares of less than the standard trading unit of 100 shares) will not be able to sell such shares on a financial instruments exchange; on or after the effective date of this Share Exchange, however, they may avail themselves of the Company's system for shares constituting less than one unit (Share repurchase program for shares constituting less than one unit: As stipulated in Article 192, Paragraph 1 of the Companies Act, shareholders holding shares constituting less than one unit may request that the Company repurchase said shares). It is expected that shares constituting less than one unit will not result from this Share Exchange.

Note 4) Handling of fractions less than one share

If, as a result of this Share Exchange, the number of the Company's common shares to be delivered to AIBP shareholders results in a fractional amount of less than one share, in accordance with the provisions of Article 234 of the Companies Act and other relevant laws and regulations, the Company will sell a number of its common shares equivalent to the total of such fractional amounts (if the total includes a fraction of less than one, it shall be rounded down), and the proceeds from said sale shall be paid to the AIBP shareholders who are to receive such fractional shares, in proportion to the number of such fractional shares.

(4) Handling of share options and bonds with share options in connection with this Share Exchange

AIBP has not issued any share options or bonds with share options.

(5) Basis for calculation of terms of allotment related to this Share Exchange

1) Basis and overview of the calculation

To ensure the fairness and appropriateness of the allocation ratio for this Share Exchange, we selected Stand by C, a third-party valuation firm independent of both the Company and AIBP, and commissioned it to calculate the Share Exchange ratio.

Since the Company is listed on a financial instruments exchange and has a market share price, Stand by C performed the calculation using the market price average method (with the calculation reference date set as September 17, 2026, the calculation is based on the closing price on the calculation reference date, as well as the simple average of the closing prices for the one-month, three-month, and six-month periods preceding the calculation reference date). The range of the calculated value per common share is as follows:

Method of calculation	Calculation results (yen)
Market price average method	644.8 to 661.2

Meanwhile, the market price average method cannot be applied as AIBP is a privately held company. Because the source of its stock value lies in its future earnings potential, Stand by C has used the discounted cash flow (DCF) method to reflect the earnings potential—based on the future state of its business operations—in the valuation. The range of the calculated value per AIBP common share is as follows:

Method of calculation	Calculation results (yen)
DCF method	460,494 to 570,186

Note that the business plan of AIBP, on which the DCF valuation is based, covers the period from the fiscal year ending August 2027 through the fiscal year ending August 2030. The plan projects that net sales or operating profit will increase by more than 30% year on year in each of those fiscal years. Such growth is expected to be driven primarily by an expansion in order volume resulting from the planned increase in personnel overseeing projects, the accumulation of recurring support-service revenue through monthly subscription fees, and the realization of operating leverage from fixed costs as net sales increase.

Please note that the synergies expected to result from the execution of the Transaction are not reflected in the above calculation.

Based on the above, assuming the value of one common share of the Company is 1, the calculated Share Exchange ratio is as follows.

Method of calculation	Results of the calculation of the Share Exchange ratio
Market price average method and DCF method	696.45 to 884.28

Based on the above calculation results provided by Stand by C, and taking into account the advice from our legal advisor, Hibiya-Nakata, as well as the results of due diligence, we comprehensively evaluated AIBP’s financial condition, asset status, and future business prospects. Following careful and repeated discussions and negotiations among the parties, we determined that the allocation ratio described in the above “4.(3) Details of the allocation related to the Share Exchange” falls within the range of the calculated Share Exchange ratio and is appropriate.

2) Relationship with the valuation firm

Stand by C is not a related party of the Company or AIBP, and has no material interest in the Transaction requiring disclosure.

3) Prospects for delisting and reasons

There are no applicable matters, since the Company will become the wholly owning parent company in this Share Exchange, and since AIBP, the wholly owned subsidiary in the Share Exchange, is an unlisted company.

4) Measures to ensure fairness

While the Group does engage in corporate valuation and M&A intermediary services, we have commissioned Stand by C, a third-party valuation firm independent of the Group, to calculate the share value and the Share Exchange ratio. No company belonging to the Group has been involved in the valuation related to this Share Exchange. We conducted negotiations and discussions based on the valuation results provided by Stand by C and, at a Board of Directors meeting held on this date, resolved on the details of the allocation regarding this Share Exchange.

5) Measures to avoid conflicts of interest

As of the date of this disclosure, there are no capital ties or concurrent directorships between the Company and AIBP. Since this Share Exchange does not constitute a transaction with a controlling shareholder, we have not undertaken any special measures.

(6) Overview of the companies involved in this Share Exchange (wholly owning parent company in the Share Exchange)

(1)	Name	Nihon M&A Center Holdings Inc.
(2)	Address	1-8-2 Marunouchi, Chiyoda-ku, Tokyo Tekko Building 24F
(3)	Name and title of representative	Suguru Miyake, President and Representative Director
(4)	Business activities	Management and administration of group companies
(5)	Capital stock	4,045 million yen
(6)	Date of establishment	April 25, 1991
(7)	No. of issued shares	336,934,800 (As of March 31, 2026; of which, 19,610,889 shares are treasury stock.)
(8)	Fiscal year end	March 31
(9)	Number of employees	1,068 (consolidated; as of the end of June 2026)
(10)	Major shareholders and shareholding ratios	The Master Trust Bank of Japan, Ltd. (Trust Account) 18.59% Custody Bank of Japan, Ltd. (Trust Account) 9.00% Suguru Miyake 6.58% Yasuhiro Wakebayashi 2.72% STATE STREET BANK AND TRUST COMPANY 505103 2.26% (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division) THE BANK OF NEW YORK MELLON 140042 2.06% (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division) HSBC-FUND SERVICES CLIENTS A/C 500 HKMPF 10PCT POOL 1.73% (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch) NORTHERN TRUST CO. (AVFC) RE U.S. TAX EXEMPTED PENSION FUNDS SEC LENDING 1.46% (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch) JP MORGAN CHASE BANK 385781 1.33% (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division) Custody Bank of Japan, Ltd. (Pension Trust Account) 1.31% (as of March 31, 2026)
(11)	Operating results and financial condition for the past three years (consolidated)	

Fiscal year end	March 2024 (33rd fiscal period)	March 2025 (34th fiscal period)	March 2026 (35th fiscal period)
Net assets	43,973 million yen	47,589 million yen	50,643 million yen
Total assets	58,640 million yen	61,786 million yen	66,223 million yen
Net assets per share	138.41 yen	148.71 yen	158.15 yen
Net sales	44,136 million yen	44,077 million yen	50,257 million yen
Operating profit	16,066 million yen	16,715 million yen	18,761 million yen
Ordinary profit	16,518 million yen	16,918 million yen	19,154 million yen
Profit attributable to owners	10,727 million yen	10,955 million yen	12,487 million yen

of parent			
Net income per share	33.04 yen	34.54 yen	39.36 yen
Dividend per share	23.0 yen	29.0 yen	29.0 yen

(7) Overview of the companies involved in this Share Exchange (wholly owned subsidiary in the Share Exchange)

AIBP will be the wholly owned subsidiary resulting from this Share Exchange. An overview of the said company is provided in "3. (2) Overview of the subsidiary being transferred (AIBP)" above.

5. Status following the Transaction

The Company does not plan to change its company name, address, representative, business activities, capital, or fiscal year-end pursuant to the Transaction. AIBP will change its fiscal year-end from August 31 to March 31 and move its registered head office from Shibuya-ku, Tokyo, to Chiyoda-ku, Tokyo, effective October 1, 2026. Net assets and total assets have not yet been finalized. We will disclose the information promptly should it become necessary going forward.

6. Overview of accounting treatment

This Share Acquisition is expected to be accounted for as an acquisition under the Accounting Standard for Business Combinations, and we expect goodwill to arise as a result. Moreover, we expect that the additional acquisition of AIBP shares through this Share Exchange will be accounted for as a transaction with non-controlling shareholders, resulting in a change in capital surplus. We are currently reviewing details such as the amount of the goodwill and the amortization period, and will consult with our auditing firm in finalizing these items.

7. Outlook

AIBP will become a consolidated subsidiary of the Company as of October 1, 2026, the closing date of this Share Acquisition, and is scheduled to be included in the Company's consolidated financial results beginning with the third quarter of the fiscal year ending March 2027. The impact of the Transaction on our consolidated financial results for the fiscal year ending March 2027 will be minimal. Should it become necessary to revise our earnings forecasts or should any matters requiring disclosure arise going forward, we will promptly disclose such information.

8. Changes in officers and other personnel resulting from the Transaction (for reference)

Effective October 1, 2026, we plan to have two directors nominated by the Company join AIBP's board.

Moreover, in addition to continuing in their current roles as officers of AIBP, Mr. Kohei Nakamura, President & CEO, and Mr. Dai Yamamura, Executive Director, are scheduled to assume positions as officers of the Group as described below. The two individuals also plan to continue holding shares of the Company's stock acquired through this Share Exchange until the end of October 2031.

1) Mr. Kohei Nakamura

In addition to continuing as President & CEO of AIBP, Mr. Nakamura is scheduled to assume the position of Corporate Officer (Marketing HQ) at Nihon M&A Center Inc., a subsidiary of the Company.

2) Mr. Dai Yamamura

In addition to continuing to serve as a Executive Director of AIBP, Mr. Yamamura is scheduled to assume the position of Chief Digital Officer (CDO) at the Company and Senior Corporate Officer (Deputy Head of Marketing HQ) at Nihon M&A Center Inc.