

October 5, 2026

To whom it may concern,

Company name: Nihon M&A Center Holdings Inc.

Representative: Suguru Miyake, President and Representative Director

(Stock exchange code: 2127, TSE Prime Market)

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Notice Regarding Interim Dividends in Prior Fiscal Years Exceeding the Distributable Amount

Nihon M&A Center Holdings Inc. (the “Company”) hereby announces that it has been determined that the interim dividends paid in December 2024 and December 2025 (collectively, the “Interim Dividends”) exceeded the distributable amount calculated in accordance with the Companies Act and the Regulation on Company Accounting, as described below.

Based on the Company’s preliminary internal review conducted to date, the Company believes that this matter arose because the distributable amount was not appropriately calculated and verified in connection with the approval of the Interim Dividends, and that the Company’s relevant personnel, including the Board of Directors, did not approve or pay such dividends with the knowledge that they would exceed the distributable amount.

The Company takes this matter very seriously and plans to establish a third-party committee consisting of external experts very soon to conduct an investigation.

The Company notes that it does not plan to request the return of the Interim Dividends already paid to its shareholders. The Company will promptly conduct an investigation and will disclose the results of the investigation and any measures to prevent recurrence as soon as they are determined.

1. Overview of the Interim Dividends

	Interim Dividend for the Fiscal Year Ended March 31, 2025	Interim Dividend for the Fiscal Year Ended March 31, 2026
Date of Resolution	Meeting of the Board of Directors held on October 30, 2024	Meeting of the Board of Directors held on October 30, 2025
Record Date	September 30, 2024	September 30, 2025
Effective Date	December 5, 2024	December 5, 2025
Dividend per share	14 yen	14 yen
Total amount of dividends	4,441,152,338 yen	4,442,535,118 yen
Distributable amount as of the Effective Date	4,369,424,127 yen	3,609,296,711 yen
Amount exceeding the distributable amount	71,728,211 yen	833,238,407 yen

(Note) In addition, following the Interim Dividends, the Company conducted four purchases of fractional shares of less than one share pursuant to Article 234, Paragraph 4 and Article 235, Paragraph 2 of the Companies Act (on February 7, 2025, January 26, 2026, February 13, 2026 and March 6, 2026), with an aggregate purchase amount of ¥18,451. In each case, the distributable amount at the time of the purchase was exceeded.

2. Overview of the Company's Preliminary Internal Review Findings

(1) Background to the Discovery

On September 30, 2026, the Company was informed by Deloitte Touche Tohmatsu LLC, the Company's accounting auditor, that the Interim Dividends may have exceeded the distributable amount. Following a review conducted by the Company on October 1, 2026, it was determined that the Interim Dividends had exceeded the distributable amount.

(2) Circumstances Leading to the Interim Dividends Exceeding the Distributable Amount

Under the Companies Act, the distributable amount available for an interim dividend is calculated based on the amount of surplus as of the end of the most recent fiscal year, after deducting year-end dividends and other distributions made thereafter. In order to include profits earned after the end of the most recent fiscal year in the distributable amount, it is necessary to prepare and obtain approval for extraordinary financial statements (Articles 441 and 461, Paragraph 2, Item 2 of the Companies Act).

The Company holds a substantial amount of treasury shares, the book value of which is deducted from the amount of surplus in calculating the distributable amount. As a result, the distributable amount remaining after the payment of the year-end dividend was less than the total amount of the Interim Dividends. However, when the Interim Dividends were approved, the procedures for calculating and verifying the distributable amount as of the effective date in accordance with the Companies Act and the Regulation on Company Accounting were not sufficiently performed, and therefore the excess was not identified. Further details will be clarified through the investigation to be conducted by the third-party committee.

(3) Changes in the Distributable Amount

	Fiscal Year Ended March 31, 2025	Fiscal Year Ended March 31, 2026
Distributable amount as of the end of the most recent fiscal year	8,175,410,235 yen	8,367,693,749 yen
Year-end dividend (June of the same year)	-3,805,954,788 yen	-4,758,377,205 yen
Purchase of fractional shares	-31,320 yen	-19,833 yen
Distributable amount as of the Interim Dividend effective date	4,369,424,127 yen	3,609,296,711 yen
Total amount of Interim Dividends	4,441,152,338 yen	4,442,535,118 yen
Difference (Excess amount)	-71,728,211 yen	-833,238,407 yen

(4) Impact on the Year-End Dividend and Other Matters

As of each of March 31, 2025 and March 31, 2026, the Company had a sufficient distributable amount, and the year-end dividends paid in June 2025 and June 2026, respectively, were made within the distributable amount. In addition, the Company will reconsider its interim dividend for the fiscal year ending March 31, 2027 and other shareholder return measures on the premise that they will be implemented within the distributable amount, and will announce its decision once determined.

3. Purpose of Establishing the Third-Party Committee

To investigate the facts relating to the Interim Dividends, identify the causes of the matter, examine whether directors and other relevant persons bear responsibility, and receive recommendations for measures to prevent recurrence, in order for the Company to consider its future course of action.

4. Impact on Financial Results

The Company believes that the impact of this matter on its consolidated financial results and financial statements

will be minimal. However, should any matter requiring disclosure arise, the Company will promptly disclose it.

5. Future Actions

The Company sincerely apologizes to its shareholders and all other stakeholders for the significant concern caused by this matter. The Company takes this matter very seriously and will fully cooperate with the investigation conducted by the third-party committee, while working to promptly develop measures to prevent recurrence. The Company will promptly disclose the facts and circumstances identified through the investigation as soon as they are determined.