



April 23, 2026

Company name	Open Up Group Inc.
Name of Representative	Yutaka Nishida Chairman and President and Representative Director, CEO (Code: 2154 Prime Market of TSE)
Contact	Hiroshi Sato Board Director, CFO
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## Notice Regarding the Merger of Consolidated Subsidiaries

Open Up Group Inc. (the “Company”) hereby announces that it has resolved to implement a group organizational restructuring, involving the merger of its wholly owned subsidiaries, Eisebu Holdings Co., Ltd. (“Eisebu HD”), Eisebu Plus Co., Ltd. (“Eisebu Plus”), and ETECH-K Co., Ltd. (“ETECH”), effective July 1, 2026.

As this transaction constitutes an internal reorganization among consolidated subsidiaries wholly owned by the Company, certain disclosure items have been omitted from this announcement.

### 1. Overview of the Merger

#### (1) Background of the Merger

On October 1, 2025, the Company acquired Eisebu HD as a subsidiary. Eisebu HD is a holding company with two operating subsidiaries: (i) Eisebu Plus, which provides automotive development support services in Aichi Prefecture, and (ii) ETECH, which engages in contract services such as automotive crash testing in Kanagawa Prefecture. As part of the Company’s M&A strategy, Eisebu HD was brought into the Group due to its technological capabilities adjacent to the Company’s existing staffing and contracting business domains.

With regard to ETECH, the Company has determined that its integration into Open Up Next Engineer Inc. (“ONE”), an existing subsidiary with strong business affinity and an extensive track record with ETECH’s client base, is appropriate from the perspectives of business stability and governance. Consequently, as Eisebu HD will thereafter have only Eisebu Plus as its operating subsidiary, the Company has judged it reasonable to merge Eisebu HD into Eisebu Plus.

Note: BeNEXT Technologies Inc. changed its corporate name to Open Up Next Engineer Inc. effective April 1, 2026.

#### (2) Outline of the Mergers

##### ① Merger of ETECH into ONE

ONE will be the surviving entity and ETECH the absorbed entity in a merger effective July 1, 2026.

In order to satisfy the requirements for a qualified merger under Japanese tax law, ETECH shares will first be distributed in kind from Eisebu HD to the Company, making ETECH a direct wholly owned subsidiary of the Company, following which the merger will be executed.

② Merge of Eisebu HD into Eisebu Plus

Eisebu Plus will be the surviving entity and Eisebu HD the absorbed entity in a merger effective July 1, 2026.

**2. Key Details of the Merger**

(1) Schedule

	① Merger of ETECH into ONE	② Merger of Eisebu HD into Eisebu Plus
Board resolutions and execution of merger agreements (each party)	April 3, 2026	
Resolution approving in-kind distribution of ETECH shares by Eisebu HD	April 3, 2026	—
Extraordinary shareholders' meetings (each party)	June 8, 2026 (scheduled)	
Effective date of the mergers	July 1, 2026 (scheduled)	

(2) Consideration

As these mergers are conducted among wholly owned subsidiaries of the Company, no shares, cash, or other considerations will be delivered in connection with the mergers.

(3) Overview of the Parties to the Mergers (As of December 31, 2025)

	① Surviving Company	① Absorbed Company	② Surviving Company	② Absorbed Company
(i) Company Name	OpenUp Next Engineer Inc.	ETECH-K Co., Ltd.	Eisebu Plus Corporation	Eisebu Holdings Co., Ltd.
(ii) Head Office	1-3-1, Toranomom, Minato-ku, Tokyo	2-14-16, Nakata, Chikusa-ku, Nagoya-shi, Aichi	2-14-16, Nakata, Chikusa-ku, Nagoya-shi, Aichi	2-14-16, Nakata, Chikusa-ku, Nagoya-shi, Aichi
(iii) Representative	Shinichi Eirai, Representative Director	Toru Kani, President	Toru Kani, President	Toru Kani, President
(iv) Business	Engineer staffing, contract and outsourced services, fee-based employment placement	Automotive development support	Automotive development support, engineering staffing, contracting and employment services	Holding and management of Eisebu Plus and ETECH
(v) Capital	200 million yen	20 million yen	50 million yen	10 million yen

(vi) Established	July 2019	April 2019	May 2007	August 2023
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### 3. Outlook

As this transaction constitutes an internal reorganization among consolidated subsidiaries wholly owned by the Company, the impact on the Company’s consolidated financial results is expected to be minimal.

Reference:

#### Overview of the Eisebu Group Reorganization

