



May 27, 2026

To whom it may concern:

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Notice of Approval Resolution Concerning Share Consolidation, as well as Abolition of the Provisions of Share Units Number and Partial Amendment to the Articles of Incorporation

The Company hereby announces that it submitted at today's Extraordinary General Shareholders Meeting (the "Extraordinary General Shareholders Meeting"), agenda items concerning share consolidation, abolition of the provisions of share units number and partial amendment to the Articles of Incorporation, as stated in the "Notice of Extraordinary General Shareholders Meeting Concerning Share Consolidation, as Well as Abolition of the Provisions of Share Units Number and Partial Amendment to the Articles of Incorporation" dated April 23, 2026 (the "Company Press Release dated April 23, 2026"), and that all such agenda items were approved and adopted as originally proposed, as described below.

As a result, the Company's common shares (the "Company Shares") will fall under the delisting criteria as defined in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. ("TSE"). As a result, the Company Shares will be designated as a delisted issue from May 27, 2026 to June 25, 2026, and will subsequently be delisted on June 26, 2026. Please note that the Company Shares will be untradable on the TSE Prime Market after being delisted.

I. Agenda Item No.1: Share Consolidation

The shareholders approved at the Extraordinary General Shareholders Meeting the share consolidation set forth below (the "Share Consolidation"). The details of the Share Consolidation are as set forth in the Company Press Release dated April 23, 2026.

(I) Class of shares to be consolidated

Common shares

(II) Ratio of consolidation

7,505,804 Company Shares are to be consolidated into one share.

(III) Total number of issued shares to decrease

30,023,213 shares (Note 1)

(Note 1) Since the Company has resolved at the Board of Directors held on April 23, 2026 to cancel

170,169 treasury shares owned by the Company ((i) 10,435 treasury shares as of November 30, 2025; and (ii) 159,734 shares of the Company owned by Mizuho Trust & Banking Co., Ltd., in its capacity as the trustee of the trust assets of the Company's board benefit trust (BBT), which the Company plans to acquire without consideration by June 29, 2026) as of June 29, 2026, the "Total number of issued shares to decrease" is based on the total number of issued shares after such cancellation.

(IV) Total number of issued shares before effectuation

30,023,217 shares (Note 2)

(Note 2) The "Total number of issued shares before effectuation" shows the total number of issued shares after such cancellation as stated above in (Note 1).

(V) Total number of issued shares after effectuation

4 shares

(VI) Total number of authorized shares after effectuation

16 shares

(VII) Treatment of fractional shares less than one share and amount of money expected to be paid to shareholders as a result of such treatment

- (i) Whether the treatment under Article 235, Paragraph 1 of the Companies Act or the treatment under Article 234, Paragraph 2 of the said act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act is planned, and the reasons therefor

Upon the Share Consolidation, the number of Company Shares held by the shareholders other than KOHNAN SHOJI Co., Ltd. (the "Offeror") and Valor Holdings Co., Ltd. ("Valor Holdings") will be fractional shares of less than one share.

With respect to fractional shares of less than one share resulting from the Share Consolidation, the Company will sell the number of shares equivalent to the total number of such fractional shares (pursuant to Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the same applies hereinafter) when the total number includes fractional shares of less than one share, such fractions will be rounded down) in accordance with the provisions of Article 235 of the Companies Act and other relevant laws and regulations, and will pay the proceeds from the sale to the shareholders in proportion to their fractional shares. The Company plans to sell such shares to the Offeror with permission of a court in accordance with Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act, considering that it is unlikely that any purchaser can be found through public sale due to the facts that the Share Consolidation is to be conducted as part of the tender offer by the Offeror for the Company Shares and the Share Options (the "Tender Offer") and a series of subsequent transactions (the "Transactions") which aim at making the Offeror and Valor Holdings the only shareholders of the Company and that the Company Shares are to be delisted as of June 26, 2026, becoming shares with no market price.

In such case, if the court permission above is obtained as planned, the sales price is expected to

be set so as to provide each shareholder with money equivalent to the amount obtained by multiplying the number of Company Shares held by each of the shareholders recorded or stated on the final shareholder register of the Company as of June 29, 2026 which is the day preceding the effective date of the Share Consolidation, by 1,465 yen which is the same as the purchase price per Company Share in the Tender Offer. Provided, however, that the actual amount to be paid may differ from the above amount in cases where the court permission is not obtained or where adjustments of fractions are necessary in calculation.

(ii) Name of person expected to purchase shares subject to sale

KOHNAN SHOJI Co., Ltd.

(iii) Method by which the person expected to purchase shares subject to sale secures funds to pay the sale price, and the reasonableness of the method

The Offeror plans to finance the purchase payment for the Transactions including the amount necessary for the acquisition of the number of Company Shares that equals to the total number of fractional shares resulting from the Share Consolidation by means of borrowing from Sumitomo Mitsui Banking Corporation (“SMBC”). The Company has confirmed the method by which the Offeror secures the funds by confirming the loan certificate which the Offeror obtained from SMBC.

According to the Offeror, the Offeror intends to fund the payment of the sales price of the Company Shares that are equal to the total number of fractional shares less than one share resulting from the Share Consolidation from the above amount and no event has occurred that may hinder such payment, and the Offeror is not aware of any likelihood of occurrence of such event in the future.

Based on the above, the Company has determined that the method is reasonable by which the Offeror secures funds for the payment of the sales proceeds of the Company Shares that are equal to such fractional shares.

(iv) Expected timing of sale and expected timing of payment of sales proceeds to shareholders

The Company plans to file a petition with a court after the effectuation of the Share Consolidation in early August 2026 in accordance with Article 234, Paragraph 2 of the Companies Act as applied *mutatis mutandis* pursuant to Article 235, Paragraph 2 of the same act, seeking permission for sale of the Company Shares to the Offeror that are equal to the total number of fractional shares less than one share resulting from the Share Consolidation. The timing of obtaining such permission may vary depending on the circumstances in the court and other factors. The Company expects to sell such Company Shares with the court permission in late August 2026, and then to make necessary preparations for payment of the proceeds from the sale to the shareholders, and to pay such sales proceeds to the shareholders in early October 2026. As described above, the Company has determined that the Company Shares that are equal to the total number of fractional shares less than one share resulting from the Share Consolidation will be sold and the sales proceeds will be paid to the shareholders at the respective timing mentioned above, considering the period of time required from the effective date of the Share Consolidation to a series of procedures for the sale.

II. Agenda Item No.2: Partial Amendment to the Articles of Incorporation

The shareholders approved at the Extraordinary General Shareholders Meeting the partial amendment to the Articles of Incorporation set forth below. The details of such amendment are as set forth in the Company Press Release dated April 23, 2026. Subject to the Share Consolidation becoming effective, the partial amendment to the Articles of Incorporation will take effect on June 30, 2026, the effective date of the Share Consolidation.

- (1) If the Share Consolidation becomes effective, the total number of authorized shares of the Company Shares will be reduced to 16 shares in accordance with the provision of Article 182, Paragraph 2 of the Companies Act. In order to clarify this point, it is proposed that Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation be amended, subject to the Share Consolidation becoming effective.
- (2) If the Share Consolidation becomes effective, the total number of shares issued by the Company will be four shares, thereby eliminating the need to specify the share units number. Therefore, subject to the Share Consolidation becoming effective, in order to abolish the provisions regarding the share units number of the Company Shares, which is currently set at 100 shares per unit, it is proposed to delete the entirety of Article 7 (Share Units Number) and Article 8 (Rights Regarding Shares Less Than One Unit) of the Articles of Incorporation and renumber the articles upward accordingly.
- (3) If the Share Consolidation becomes effective, the Company Shares will be delisted, and the only holders of one or more shares of the Company Shares will be Valor Holdings and the Offeror. Consequently, the provisions regarding the record date for the annual general shareholders meeting and the provisions regarding measures for electronic provision of materials for general shareholders meetings will no longer be necessary. Therefore, subject to the Share Consolidation becoming effective, it is proposed to delete the entirety of Article 12 (Record Date of the Annual General Shareholders Meeting) and Article 16 (Measures for Electronic Provision, etc.) of the Articles of Incorporation and renumber the articles upward accordingly.

III. Schedule of the Share Consolidation

(i) Date of the Extraordinary General Shareholders Meeting	May 27, 2026 (Wed)
(ii) Date of designation as a delisted issue	May 27, 2026 (Wed)
(iii) Last trading day of Company Shares	June 25, 2026 (Thu) (Scheduled)
(iv) Date of delisting of Company Shares	June 26, 2026 (Fri) (Scheduled)
(v) Effective date of Share Consolidation	June 30, 2026 (Tue) (Scheduled)

End