

Kenji Iwase
President and Representative Director
TAKE AND GIVE. NEEDS Co., Ltd.
2-3-12 Higashi-Shinagawa, Shinagawa-ku, Tokyo

Notice Regarding the Establishment of a Subsidiary

TAKE AND GIVE. NEEDS Co., Ltd. (hereinafter the “Company”) hereby announces that its Board of Directors, at a meeting held today, resolved to establish a subsidiary, as detailed below.

1. Reasons for the Establishment of the Subsidiary

The Company has decided to establish a subsidiary for the purpose of operating and managing a hotel currently under construction in Sapporo.

Based on the future growth prospects and business characteristics of this hotel project, the Company determined that operating it as an independent business unit would be optimal. Through this initiative, the Company aims to accelerate decision-making and enhance expertise within this business, while also striving to stabilize the management foundation of the entire group and achieve sustainable growth.

2. Overview of the Subsidiary

- 1) Name:
Poro Hotel Management Co., Ltd.
- 2) Address:
2-3-12 Higashi-Shinagawa, Shinagawa-ku, Tokyo
- 3) Title and Name of the Representative to be Appointed President and CEO:
Kenji Iwase (Currently President and CEO of TAKE AND GIVE. NEEDS Co., Ltd.)
- 4) Business Activities:
Hotel operation and management
- 5) Capital:
10 million yen
- 6) Date of Incorporation:
June 1, 2026 (plan)
- 7) Fiscal Year-End:
December 31
- 8) Shareholder:
TAKE AND GIVE. NEEDS Co., Ltd. (100%)
- 9) Relationship with the Listed Company:
 - Capital Relationship: The Company will be established as a wholly owned subsidiary of the Company.

- Personnel Relationship: Directors and employees are expected to be concurrently appointed or transferred from the Company's group.
- Business Relationship: While there are currently no applicable transactions, the Company is expected to be entrusted by the subsidiary with management guidance and overall administrative services.

3. Schedule

- 1) Date of Board of Directors Resolution: April 24, 2026
- 2) Date of Corporate Establishment: June 1, 2026 (plan)
- 3) Date of Business Commencement:
To be determined following internal discussions, taking into account the business environment and other factors.

4. Future Outlook

While the impact of this matter on consolidated financial results for the fiscal year ending December 2026 will be minimal, the Company believes that, in the medium to long term, this initiative will contribute to improving consolidated financial results and corporate value as part of the Group's efforts toward sustainable growth.

Furthermore, should any matters requiring disclosure arise in the future, the Company will promptly announce them.

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